



INVITATION

to the annual general meeting
of **alstria office REIT-AG**
Thursday, May 12, 2016

Für die deutsche Version bitte wenden.

This is a convenience translation of the original German document.

alstria office REIT-AG

Hamburg

ISIN: DE000A0LD2U1

Securities Identification No.: A0LD2U

Invitation to the annual general meeting

We hereby invite the shareholders of our Company to the annual general meeting on

Thursday, May 12, 2016 at 10:00 a.m.

at the Hamburg Chamber of Skilled Crafts and Small Businesses

(*Handwerkskammer*),

Holstenwall 12, 20355 Hamburg,

Room 304.

Agenda of the annual general meeting

- 1. Presentation of the adopted annual financial statements of alstria office REIT-AG and the approved consolidated financial statements with the management reports of alstria office REIT-AG and the consolidated group as at December 31, 2015 as well as the explanatory report of the management board on the information in accordance with Sec. 289 para. 4 and 315 para. 4 of the German Commercial Code (*Handelsgesetzbuch*, HGB), the recommendation of the management board on the appropriation of the annual net profit and the report of the supervisory board for the 2015 financial year**

The above-mentioned documents may be viewed on the Internet at **www.alstria.com → Investors → Annual General Meeting**. These documents will also be on display at the annual general meeting.

With resolution dated March 24, 2016 the supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on March 18, 2016 and thus adopted the annual financial statements. The annual financial statements will therefore not be adopted by the shareholders in the annual general meeting. The documents specified in this item of the Agenda are to be made accessible to the shareholders in the annual general meeting in accordance with Sec. 176 para. 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, AktG) without requiring a separate resolution in this regard.

2. Appropriation of the annual net profit for the 2015 financial year

The management board and supervisory board hereby propose appropriating the annual net profit generated in the 2015 financial year in the amount of EUR 88,000,000.00 as follows:

- a) Distribution of EUR 76,082,142.50 to the shareholders, i.e., a dividend of EUR 0.50 per no-par value share entitled to dividends.
- b) Transfer to revenue reserves in the amount of EUR 0.00.
- c) Profit carried forward in the amount of EUR 11,917,857.50.

The proposal reflects the 152,164,285 no-par value shares existing in the time of the recommendation. Should there be any change in the number of no-par value shares entitled to the dividend for financial year 2015 before the date of the annual general meeting, the proposal will be amended accordingly and presented for resolution at the annual general meeting, with an unchanged dividend of EUR 0.50 on each no-par value share entitled to the dividend for financial year 2015 as well as a suitably amended profit carried forward.

3. Formal approval of the actions of the members of the management board for the 2015 financial year

The management board and the supervisory board hereby propose that formal approval be given to the members of the management board who were in office in the 2015 financial year for this period.

4. Formal approval of the actions of the members of the supervisory board for the 2015 financial year

The management board and the supervisory board hereby propose that formal approval be given to the members of the supervisory board who were in office in the 2015 financial year for this period.

5. Appointment of the auditors and the group auditors for the 2016 financial year and the review of the half-year financial report as at June 30, 2016 as well as for the review of further interim financial reports for the 2016 and 2017 financial years

At the recommendation of its audit committee, the supervisory board hereby proposes to resolve as follows:

- a) Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Hamburg branch, is appointed as auditors and group auditors for the 2016 financial year.
- b) Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Hamburg branch, is appointed as auditors to review the half-year financial report as at June 30, 2016.
- c) Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Hamburg branch, is appointed as auditors for further interim financial reports in the 2016 and 2017 financial year until the next annual general meeting.

6. Election of members of the supervisory board

The terms of office of the supervisory board members Mr Alexander Stuhlmann and Mr Hermann T. Dambach end with the close of the annual general meeting 2016. Mr Hermann T. Dambach shall now be re-appointed. In addition Ms Stefanie Frensch shall be appointed as member of the supervisory board.

Pursuant to Sec. 96 para. 1, Sec. 101 para. 1 AktG and Sec. 9 para. 1 of the Company's Articles of Association, the supervisory board shall consist of six members of shareholders elected by the shareholders in annual general meeting. The shareholders in annual general meeting shall not be bound to nominations.

In September 2015 the supervisory board determined a target quota of 30% for the female representation in the supervisory board. This target quota must be achieved until June 30, 2017. After the election of the proposed candidates this target quota would be achieved. The following recommendations for election also take into consideration the further objectives concerning the composition of the supervisory board which were adopted by the supervisory board in November 2015 pursuant to Sec. 5.4.1 para. 2 of the German Corporate Governance Code as amended on May 5, 2015.

The supervisory board proposes – at the recommendation of its nomination and remuneration committee – to resolve as follows:

The following persons will be appointed as members of the supervisory board of alstria office REIT-AG:

- a) Mr Hermann T. Dambach, managing director at Oaktree GmbH, Bad Homburg, until the conclusion of the general meeting that approves the actions of the supervisory board for the financial year 2020,
- b) Ms Stefanie Frensch, managing director at HOWOGE Wohnungsbaugesellschaft mbH, Berlin, until the conclusion of the general meeting that approves the actions of the supervisory board for the financial year 2020.

The elections shall be held as individual elections. The current member of the supervisory board Dr Johannes Conradi is intended to be chairman of the supervisory board.

Information in accordance with Sec. 125 para. 1 sentence 5 AktG:

The candidates nominated for election to the supervisory board are members of the supervisory board(s) of the companies listed under i) below as to be established by law and are members of a comparable German or foreign supervisory body of the financial companies listed under ii) below:

- a) Mr Hermann T. Dambach
 - i) none
 - ii) Railpool GmbH, chairman of the advisory board

b) Ms Stefanie Frensch

i) none

ii) none

Based on the supervisory board's evaluation Mr Hermann T. Dambach has the following personal and/or business relations with the Company or its affiliates, its managing bodies or significant shareholders of the Company, pursuant to no. 5.4.1 of the German Corporate Governance Code: Mr Dambach is a current member and vice-chairman of the Company's supervisory board. In addition he is managing director of Oaktree GmbH, which is part of the Oaktree group. Funds of the Oaktree group are shareholders of the Company.

Apart from the aforementioned disclosures and based on the supervisory board's evaluation none of the aforementioned candidates have personal and/or business relations with alstria office REIT-AG or its affiliates, its managing bodies or significant shareholders of alstria office REIT-AG, which have to be disclosed by recommendation pursuant to Sec. 5.4.1 of the German Corporate Governance Code.

Additional information on the professional background of the recommended candidates is available online at **www.alstria.com -> Investors -> Annual General Meeting** in the uploaded CV of the candidates.

7.1 Creation of a new Authorized Capital 2016 with the option to exclude subscription rights for fractional amounts, cancellation of Authorized Capital 2015 and corresponding amendment of the Articles of Association

According to Sec. 5 para. 3 of the Company's Articles of Association, the term of the existing Authorized Capital 2015 is limited until May 5, 2017. Therefore, the Authorized Capital 2015 shall be replaced by a new Authorized Capital 2016, amounting to 50% of the existing share capital and with a term of 2 years. The cancellation of the Authorized Capital 2015 shall be subject to the condition precedent that the Authorized Capital 2016 is registered with the Company's commercial register.

The management board and supervisory board therefore propose adopting the following resolution:

a) Authorization

The management board shall be authorized, with the approval of the supervisory board, to increase the share capital of the Company on or before May 11, 2018 one or more times by up to a total amount of EUR 76,082,142.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2016).

In principle, the shareholders are to be granted subscription rights. The statutory subscription right may also be granted in such manner that the new shares are assumed by one or more financial institutions with an obligation to offer such shares to the shareholders for subscription.

The management board shall be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights for fractional amounts.

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

b) Cancellation of Authorized Capital 2015

The authorization to increase the share capital of the Company and to exclude subscription rights in Sec. 5 para. 3, para. 4 and para. 4a of the Company's Articles of Association, adopted by the shareholders in the general meeting on May 6, 2015 under item 8.1 of the Agenda (Authorized Capital 2015), shall be cancelled at the time at which the Authorized Capital 2016 pursuant to the aforementioned lit. a) takes effect.

c) Amendment of the Articles of Association

Sec. 5 para. 3, para. 4 and para. 4a of the Articles of Association shall be revised as follows:

“(3) The management board is authorized, with the approval of the supervisory board, to increase the share capital of the Company on or before May 11, 2018 one or more times by up to a total amount of EUR 76,082,142.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2016).

In principle, the shareholders are to be granted subscription rights. The statutory subscription right may also be granted in such manner that the new shares are assumed by one or more financial institutions with an obligation to offer such shares to the shareholders for subscription. The management board is authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights for fractional amounts.

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

(4) (cancelled)

(4a) (cancelled).”

d) Authorization to adapt the Articles of Association

The supervisory board shall be authorized to adapt the wording of the Articles of Association to the scope of a capital increase from Authorized Capital 2016 carried out in any individual case and to make any related modifications to the Articles of Association that only affect the wording. The same applies in the event the Authorized Capital 2016 has not at all or not fully been utilized.

e) Application for registration of the amendment of the Articles of Association

The management board shall be instructed to apply for registration of the cancellation of the existing Authorized Capital 2015 only in conjunction with the creation of the new Authorized Capital 2016 in the amount of EUR 76,082,142.00 with the corresponding amendments of the Articles of Association adopted pursuant to the aforementioned lit. c), with the provision that the cancellation of the Authorized Capital 2015 is only to be entered into the Commercial Register when it has been ensured that the new Authorized Capital 2016 will be entered into the Commercial Register at the same time or immediately subsequently.

7.2 Authorization to exclude subscription rights for the Authorized Capital 2016 against contributions in cash or against contributions in kind in an amount of up to 5% of the share capital and corresponding amendment of the Articles of Association

Under item 7.1 of the Agenda, the management board and the supervisory board proposed that the general meeting shall authorize the management board, with the approval of the supervisory board, to increase the share capital of the Company on or before May 11, 2018 one or more times by up to a total amount of EUR 76,082,142.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2016). Furthermore, the management board and supervisory board proposed to the general meeting to authorize the management board, with the approval of the supervisory board, to exclude the subscription rights for fractional amounts.

In order to be able to flexibly use the Authorized Capital 2016 presented for resolution under item 7.1 of the Agenda, it shall also be resolved upon the further option to exclude subscription rights.

In the first instance, the option to exclude subscription rights in the context of capital increases against contributions in cash or in kind shall be limited to up to an amount of 5% of the share capital (but see also under item 7.3 of the Agenda).

The management board and supervisory board therefore propose adopting the following resolution:

a) Authorization

The management board shall be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights with regard to the Authorized Capital 2016 (Sec. 5 para. 3 of the Articles of Association in the version proposed under item 7.1 of the Agenda) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5 per cent of the share

capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised.

b) Amendment of the Articles of Association

Sec. 5 para. 4 of the Articles of Association as cancelled under item 7.1 of the Agenda shall be revised as follows:

“(4) The management board is authorized, with the approval of the supervisory board, to exclude the shareholders’ subscription rights with regard to the Authorized Capital 2016 (Sec. 5 para. 3 of the Articles of Association) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5 per cent of the share capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised.”

c) Application for registration of the amendment of the Articles of Association

The management board shall be instructed to apply for registration of the amendment of the Articles of Association with the Commercial Register with the provision that the amendment shall be entered in the Commercial Register only after the Authorized Capital 2016 to be created under item 7.1 of the Agenda is entered into the Commercial Register.

7.3 Authorization to exclude subscription rights for the Authorized Capital 2016 against contributions in cash or against contributions in kind in an amount of up to another 5% of the share capital and corresponding amendment of the Articles of Association

Under item 7.1 of the Agenda, the management board and the supervisory board proposed that the general meeting shall authorize the management board, with the approval of the supervisory board, to increase the share capital of the Company on or before May 11, 2018 one or more times by up to a total amount of EUR 76,082,142.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2016). Furthermore, the management board and supervisory board proposed to the general meeting to authorize the management board, with the approval of the supervisory board, to exclude the subscription rights for fractional amounts.

Moreover, the management board and supervisory board proposed to the general meeting under item 7.2 of the Agenda to exclude the subscription rights but only, in principle, for issued shares up to an amount of 5% of the share capital.

In addition, the subscription rights shall be excluded in the context of capital increases against contributions in cash or in kind up to an amount of another 5% of the share capital (and therefore, along with the authori-

zation under item 7.2 of the Agenda, it shall be possible to exclude subscription rights for shares up to an amount of 10% of the share capital) if the Company intends to use the shares or the cash contributions of the corresponding capital increase for the acquisition or to finance the acquisition of real estate or real estate portfolios.

The management board and supervisory board therefore propose adopting the following resolution:

a) Authorization

The management board shall be authorized, with the approval of the supervisory board, to exclude the subscription rights with regard to the Authorized Capital 2016 (Sec. 5 para. 3 of the Articles of Association in the version proposed under item 7.1 of the Agenda) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. In the context of a capital increase against contributions in kind, the shares shall be used for the acquisition of real estate or real estate portfolios. In the context of a capital increase against contributions in cash, the cash contributions shall be used to finance the acquisition of real estate, real estate portfolios, or shares in companies owning essentially real estate (share of the real estate and cash in the latest balance sheet is at least 75%) or to repay unsecured financial liabilities of the Company or a subsidiary of the Company. The corresponding resolutions of the management board with approval of the supervisory board that record the intention of the Company to acquire or to finance the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or the intention to repay unsecured liabilities shall be submitted as a proof. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5 per cent of the share capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised.

b) Amendment of the Articles of Association

Sec. 5, para. 4a of the Articles of Association as cancelled under item 7.1 of the Agenda shall be revised as follows:

“(4a) The management board is authorized, with the approval of the supervisory board, to exclude the subscription rights with regard to the Authorized Capital 2016 (Sec. 5 para. 3 of the Articles of Association) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. In the context of a capital increase against contributions in kind, the shares shall be used for the acquisition of real estate or real estate portfolios. In the context of a capital increase against contributions in cash, the cash contributions shall be used to finance the acquisition of

real estate, real estate portfolios, or shares in companies owning essentially real estate (share of the real estate and cash in the latest balance sheet is at least 75%) or to repay unsecured financial liabilities of the Company or a subsidiary of the Company. The corresponding resolutions of the management board with approval of the supervisory board that record the intention of the Company to acquire or to finance the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or the intention to repay unsecured liabilities shall be submitted as a proof. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5 per cent of the share capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised."

c) *Application for registration of the amendment of the Articles of Association*

The management board shall be instructed to apply for registration of the amendment of the Articles of Association with the Commercial Register with the provision that the amendment shall be entered in the Commercial Register only after the Authorized Capital 2016 to be created under item 7.1 of the Agenda is entered into the Commercial Register.

8. Authorization to acquire and to use own shares

The authorization of the Company by the annual general meeting as of June 8, 2011 to purchase own shares pursuant to Sec. 71, para. 1 no. 8 AktG is limited until June 7, 2016 and thus shall be renewed. The new authorization shall utilize the option provided by law to limit the authorization to five years – also in the interest of condensing future general meetings.

The management board and supervisory board therefore propose adopting the following resolution:

- a) The management board shall be authorized, subject to the approval of the supervisory board, to acquire own shares of the Company up to a total of 10% of the share capital existing at the time the resolution is issued until May 11, 2021. The shares acquired and other own shares which are in the possession of or to be attributed to the Company pursuant to Sec. 71a et seqq. AktG must at no time account for more than 10% of the share capital altogether.

At the discretion of the management board, the shares may be acquired (1) via a stock exchange, (2) by means of a public offer directed at all shareholders (hereinafter "acquisition offer"), or (3) through the use of derivatives (put or call options or a combination of both).

- aa) If the shares are acquired via a stock exchange, the consideration paid by the Company for each share of the Company may not exceed by 10% or fall below by more than 20% the average closing price of one alstria share in Xetra trading on the Frankfurt Stock Exchange during the last three exchange trading days prior to the acquisition of the shares (not including incidental acquisition costs).

- bb) If the shares are acquired by way of an acquisition offer, the Company may determine either a purchase price or a purchase price range at or within which it is prepared to acquire the shares. The purchase price may, however, – subject to an adjustment during the offer period – not exceed by more than 10% or fall below by more than 20% the average unweighted closing price of one alstria share in Xetra trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of the acquisition offer (not including incidental acquisition costs).

If, after the public announcement, there are significant fluctuations in the relevant share price, the purchase price may be adjusted accordingly. In this case, the average unweighted closing price of one alstria share in Xetra trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of any such adjustment shall be decisive.

The acquisition offer may stipulate additional terms and conditions.

In the event the acquisition offer is oversubscribed, the shares must be accepted in proportion to the respective shares offered. However, a preferred acceptance of small offers or small parts of offers of up to a maximum of 100 shares shall be permissible.

- cc) If the shares are acquired through the use of derivatives in the form of put or call options or a combination thereof, the option transactions must be entered into with a financial institution or via the stock exchange at conditions that are close to the market, for the determination of which, *inter alia*, the purchase price payable upon exercise of the option, i.e., the strike price, shall be taken into account. At any rate, own shares up to a maximum of, in total, 5% of the share capital may be acquired through the use of derivatives in the form of put or call options or a combination thereof. The term of the options may not exceed 18 months and shall end no later than on May 11, 2021. In analogous application of Sec. 186 para. 3 sentence 4 AktG, shareholders shall not be entitled to the right to enter into such option transactions with the Company in this regard. The strike price may not exceed by more than 10% or fall below by more than 20% the average closing price of one alstria share in Xetra trading on the Frankfurt Stock Exchange during the last three exchange trading days prior to entering into the relevant option transaction (not including incidental acquisition costs, but taking into account the option premium paid or received).

The authorizations under lit. aa) to cc) above may be exercised in pursuance of one or several purposes by the Company but also by subsidiaries or by third parties for the account of the Company or such subsidiaries in whole or in part, once or repeatedly.

- b) Besides selling shares via the stock exchange or by making an offer connected to the granting of subscription rights to all shareholders, the management board shall furthermore be authorized, subject to the

approval of the supervisory board, to use the shares of the Company, which are acquired on the basis of the authorization issued under lit. a) above, while excluding the subscription right of the shareholders, as follows:

- aa) The above-mentioned shares of the Company may be sold and transferred in return for cash consideration provided the sale price is not significantly lower than the stock exchange price of the Company's shares at the time of the sale. The management board may only use this authorization in such a manner that the sum of the (i) sold shares pursuant to this authorization, (ii) shares issued utilizing the authorized capital in return for cash contribution (Sec. 5 para. 3, 4 and 4a of the articles of association pursuant to the resolution adopted under agenda item 7 by this annual general meeting) and (iii) conversion and option rights for shares granted upon issuance of debentures in return for cash contribution with conversion or option rights or conversion obligations in return for cash contribution – in each case with the exclusion of the shareholders' subscription rights in accordance with Sec. 186 para. 3 sentence 4 AktG – does not exceed 10% of the share capital at the time the resolution on the sale of the shares is passed.
- bb) The above-mentioned shares of the Company may be sold and transferred in return for contributions in kind, in particular also in the context of mergers or the acquisition of companies, business units, shareholdings, or other assets. A sale and transfer, as used here, shall also include the granting of conversion or subscription rights as well as purchase options and the lending of shares in the context of a securities lending transaction.
- cc) The above-mentioned shares of the Company may be used in order to satisfy the rights of holders of debentures with conversion or option rights or conversion obligations issued by the Company or by its subsidiaries.
- dd) The above-mentioned shares of the Company may be offered for acquisition and transferred to individuals employed by the Company or a subsidiary of the Company.
- ee) The above-mentioned shares of the Company may be offered for acquisition and transferred to holders of convertible profit participation rights in order to fulfill the obligations of the Company under the convertible profit participation certificates programs, which were drawn up on the basis of the authorizations of the shareholders in the annual general meeting of April 24, 2012 and May 6, 2015.
- ff) The above-mentioned shares of the Company may be used for distributions in kind to the shareholders, also a so-called scrip dividend, meaning the shareholders' right to choose shares of the Company instead of a cash dividend.

The authorizations in lit. aa) through ff) above may be exercised once or repeatedly, in whole or in part, individually or collectively by the

Company, but also by subsidiaries or by third parties for the account of the Company or such subsidiaries.

The management board shall furthermore be authorized to redeem the above-mentioned shares without such redemption or implementation thereof requiring another resolution by the shareholders in the annual general meeting.

- c) In each case, the management board shall inform the shareholders in the annual general meeting of the reasons for and the purpose of the acquisition of own shares, the number of own shares acquired, and the amount of the share capital attributable to them, their share in the share capital, and the equivalent value of the shares. Should the Xetra system on the Frankfurt Stock Exchange be replaced by a comparable successor system, the latter shall take the place of the above-mentioned Xetra system in this authorization.
- d) The authorization to purchase own shares granted by the shareholders in the annual general meeting on June 8, 2011 in item 8 of the Agenda expiring on June 7, 2016 is to be rescinded at the time this new authorization comes into force.

Reports and Notices to the shareholders in the annual general meeting

I. Report of the management board regarding item 7.1, 7.2 and 7.3 of the Agenda

(Creation of a new Authorized Capital 2016, cancellation of Authorized Capital 2015, Authorizations to exclude subscription rights with regard to the Authorized Capital 2016 and corresponding amendments of the Articles of Association)

Item 7.1 of the Agenda

According to Sec. 5 para. 3 of the Company's Articles of Association, the term of the existing Authorized Capital 2015 is limited until May 5, 2017. Therefore, the management board and supervisory board propose under item 7.1 of the Agenda to replace the existing Authorized Capital 2015 by a new Authorized Capital 2016 with a term running until May 11, 2018, amounting to 50% of the existing share capital and thus in the amount of EUR 76,082,142.00 (Authorized Capital 2016). The existing Authorized Capital 2015 shall only be cancelled once it is certain that the new Authorized Capital 2016 is available. The new Authorized Capital 2016 will also have a term of two years and thereby will remain clearly short of the maximum permissible term of five years. The management board believes that a close and regular coordination of capital measures and authorizations with the shareholders of the Company is in the shareholders' interest.

alstria office REIT-AG must be able to act quickly and flexibly in the ever-changing real estate markets at all times in the interest of its shareholders. The management board thus considers it to be its duty to ensure that the

Company always has the necessary instruments to procure capital irrespective of concrete utilization plans. Since decisions regarding the coverage of capital requirements must generally be made at short notice, it is important for the Company to not have to depend on time-consuming and expensive convocations of general meetings. Legislators have allowed for this necessity in the instrument of authorized capital. The most common reasons for utilizing authorized capital are to strengthen a Company's equity base and to finance the acquisition of shareholdings (at alstria office REIT-AG, primarily in the form of the acquisition of real estate).

In accordance with the authorization proposed by management board and supervisory board under item 7.1 of the Agenda, as a general rule, the shareholders are entitled to subscription rights with regard to the utilization of the Authorized Capital 2016. In order to facilitate the technical processing, the Company is intended to be given an option to allow one or more financial institutions to subscribe shares with the obligation of offering the shares to shareholders in accordance with the latter's subscription rights (indirect subscription right in the terms of Sec. 186 para. 5 of the German Stock Corporation Act (Aktengesetz, AktG)).

Subject to the approval of the supervisory board, the subscription rights shall be excluded for fractional amounts in accordance with the authorization proposed by management board and supervisory board under item 7.1 of the Agenda. This facilitates the use of the authorization sought by rounded amounts and simplifies the technical processing of the issue.

Item 7.2 of the Agenda

In accordance with the authorization proposed by management board and supervisory board under item 7.2 of the Agenda, subscription rights shall furthermore be excluded, subject to the approval of the supervisory board, if the new shares issued in the course of a cash capital increase are issued at an amount not significantly lower than the stock exchange price in accordance with Sec. 186 para. 3 sentence 4 AktG. Not only does the exclusion of subscription rights enable the Company to act promptly, but the shares may also be placed at a price close to the market price. Sec. 186 para. 2 AktG permits the publication of the subscription price up to the third last day of the subscription period but given the often observable volatility of the equity markets, there is still a market risk for several days, which may lead to security discounts when determining the subscription price and hence resulting in conditions that are not close to the market. Furthermore, if subscription rights are granted, a successful placement with third parties is made more difficult or entails additional efforts, given the uncertainty regarding the exercise of the subscription rights (subscription behavior). Finally, when granting subscription rights the Company is unable to react to changes in market conditions at short notice because of the duration of the subscription period, but is exposed to possible declining stock prices during the subscription period which may lead to unfavorable financing. The Company may aim to allure new shareholder groups with such a placement.

As the new shares will be issued at a price close to the market price, each shareholder as a general rule has an opportunity to acquire the shares necessary to maintain its shareholding interest at nearly the same conditions

via the stock exchange. In line with Sec. 186 para. 3 sentence 4 AktG, it is thus ensured that the financial and voting right interests are reasonably safeguarded in the utilization of the Authorized Capital 2016 with the exclusion of subscription rights while the Company is given additional latitude for action in the interest of all shareholders.

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

The management board may only utilize the authorization to exclude subscription rights granted under item 7.2 of the Agenda to such extent that the total amount of the shares issued with the exclusion of subscription rights do not exceed 5% of the share capital neither at the time this authorization takes effect nor on the date this authorization is exercised. This limits the total scope of an issue of shares excluding subscription rights and in this way the shareholders will be given an additional protection against the possible dilution of their existing holdings.

The management will duly review in each individual case whether it will utilize the authorization of a capital increase with the exclusion of shareholders' subscription rights. It will only utilize the authorization if, in the management board's and supervisory board's opinion, this is in the Company's interest and thus in the interest of the shareholders.

Item 7.3 of the Agenda

In addition, in accordance with the authorization proposed by management board and supervisory board under item 7.3 of the Agenda, subscription rights shall furthermore be excluded, subject to the approval of the supervisory board, in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. In the context of a capital increase against contributions in kind, the shares shall be used for the acquisition of real estate or real estate portfolios. In the context of a capital increase against contributions in cash, the cash contributions shall be used to finance the acquisition of real estate, real estate portfolios, or shares in companies owning essentially real estate (share of the real estate and cash in the latest balance sheet is at least 75%) or to repay unsecured financial liabilities of the Company or a subsidiary of the Company. The corresponding resolutions of the management board with approval of the supervisory board that

record the intention of the Company to acquire or to finance the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or to repay unsecured financial liabilities shall be submitted as a proof. Thereby, the flexible and prompt acquisition of real estate, real estate portfolios and shares in companies owning essentially real estate is enabled as well as the repayment of unsecured financial liabilities.

The authorization to exclude subscription rights puts the Company in a position to quickly and flexibly make use of opportunities on the real estate market and to cover any arising need for capital at very short notice if necessary. If the management board uses this authorization, it will calculate the discount of the share price as low as possible in accordance with the market conditions at the time of the placement.

The option to exclude the shareholders' subscription rights for capital increases in return for contributions in kind gives the necessary leeway to be able to use arising opportunities for the acquisition of real estate without requiring funding. The issuance of shares in the context of the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate may also be expedient in terms of an optimal financing structure. The Company is not at a disadvantage because the issuance of shares in return for contributions in kind requires the value of the contributions in kind to be in reasonable proportion to the value of the shares.

Furthermore, reference is made to the report for item 7.2 of the Agenda.

The management board may only utilize authorization to exclude subscription rights granted under item 7.3 of the Agenda in such a manner that the amount of shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5% of the share capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised. Thereby, the total of an issuance excluding subscription rights is limited and additionally the shareholders are protected against a potential dilution of their shareholdings.

The management board will duly review in each individual case whether it will utilize the authorization of a capital increase with the exclusion of shareholders' subscription rights in the context of the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate. It will only utilize the authorization if this, in the management board's and supervisory board's opinion, is in the Company's interest and thus in the interest of the shareholders.

The management board will report on the utilization of the authorizations in the next general meeting.

II. Report of the management board regarding item 8 of the Agenda

(Authorization to acquire and to use own shares; Report pursuant to Sec. 71 para. 1 no. 8 in connection with Sec. 186 para. 4 sentence 2 of the German Stock Corporation Act (Aktiengesetz, AktG)

The authorization is intended to continue to give the Company the opportunity to acquire its own shares and use such shares within the framework of such authorization for sale against cash payment, i.e., to pay the purchase price for

acquisitions, fulfill claims of holders of debentures with conversion or option rights or conversion obligations or for an allocation to the employees of the Company or the employees of a subsidiary of the Company. As stipulated in the authorization, such shares may furthermore be used to satisfy the convertible profit participation programs for employees of the Company or its subsidiary or may be redeemed. Such shares may lastly also be resold (with or without subscription rights for shareholders) or become distributions in kind.

The management board will be guided solely by the interests of the shareholders and the Company in its decisions regarding the use of the Company's own shares. The management board will report to the shareholders in the annual general meeting regarding the use of the proposed authorization.

With regard to the various acquisition and sale and transfer activities of the proposed authorization, the management board would like to elaborate as follows:

Acquisition by way of acquisition offer

In addition to the acquisition via a stock exchange, the Company is to continue to have the option to acquire own shares by way of a public purchase offer to be directed at the shareholders of the Company.

In the event shares are acquired by way of an acquisition offer, the Company may determine either a purchase price or a purchase price range at or within which it is prepared to acquire the shares. The authorization stipulates certain limitations for the determination of the purchase price. The purchase price may, however, - subject to an adjustment during the offer period - not exceed the average unweighted closing price of one alstria share on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of the acquisition offer, by more than 10% or fall below such average closing price by more than 20% (not including incidental acquisition costs). If, after the public announcement, there are significant fluctuations in the relevant share price, the purchase price may be adjusted. In such event, the average unweighted closing price of the alstria share in Xetra trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of any such adjustment shall be decisive.

The principle of equal treatment is to be observed in the acquisition of the Company's own shares by way of a public acquisition offer.

In the event a public acquisition offer is oversubscribed, the shares must be accepted in proportion to the respective shares offered. However, a preferred acceptance of small offers or small parts of offers of up to a maximum of 100 shares is permissible. This option serves to avoid fractions in the determination of the proportions to be acquired and small residual amounts and thus to facilitate the technical processing.

Acquisition via derivatives (put and/or call options)

The authorization furthermore stipulates that derivatives in the form of put or call options or a combination thereof may be used within the framework of the acquisition of the Company's own shares. Own shares up to a maximum total of 5% of the share capital of the Company may be acquired if derivatives are

used in the form of put or call options or a combination thereof. With this additional alternative, the Company expands its options to optimally structure the acquisition of its own shares.

It can be beneficial for the Company to sell put options or acquire call options instead of directly acquiring shares in the Company.

By granting a put option, the Company grants the acquirer of the put option the right to sell shares of the Company to the Company at the price specified in the put option (strike price). As option writer, the Company is obligated to acquire the quantity of shares stipulated in the put option at the strike price in the event the put option is exercised. As consideration for granting the put option, the Company receives an option premium. It is financially expedient for the bearer to exercise a put option in the event the price of the share of the Company is less than the strike price. In the event the put option is exercised, the liquidity flows on the date the option is exercised. The option premium paid by the acquirer of the put option reduces the consideration paid by the Company as a whole for the acquisition of the share. If the option is not exercised, the Company may not acquire any additional own shares in this manner. The Company however is still left with the option premium it received on the conclusion of the option.

In the acquisition of a call option, in return for the payment of an option premium, the Company receives the right to purchase a predetermined quantity of shares at a predetermined price (strike price) from the seller of the option, the option writer. Thus the Company buys the right to acquire its own shares. As consideration for acquiring the call option the Company grants an option premium to the option writer. It is financially expedient for the Company to exercise its call option in the event the price of the share of the Company is higher than the strike price because it can then buy the shares at the lower strike price from the option writer. The Company can protect itself from an increasing share price through the acquisition of call options. The liquidity of the Company is additionally protected because the specified purchase price must not be paid until the call options are exercised.

The term of any individual option may not exceed a period of 18 months as per the date of the conclusion thereof and shall in any case cease with the term of the authorization, i.e., on May 11, 2021.

The strike price (not including incidental acquisition costs but taking into account the option premium paid or received) for the acquisition of the shares by the Company upon the exercise of options may not exceed the average closing price of an alstria share in Xetra trading on the Frankfurt Stock Exchange on the last three exchange trading days prior to the conclusion of the relevant option transaction by more than 10% or fall below such price by more than 20%.

The option transactions described herein must be concluded with a financial institution or via a stock exchange at conditions close to the market, whereby inter alia the strike price to be paid upon the exercise of the option is to be taken into consideration thereby. Shareholders' claims to conclude such option transactions with the Company are excluded in analogous application of Sec. 186 para. 3 sentence 4 AktG. Unlike an offer to acquire the options directed at all shareholders, this puts the management in a position to

conclude option transactions at short notice. Through the described determination of option premiums and strike prices, the shareholders are not at a financial disadvantage in the acquisition of own shares through the use of put and call options. Because the Company receives or pays a fair market price, the shareholders not involved in the option transactions do not lose value for their shareholdings. This corresponds to the position of the shareholder in the event of a share buyback through the stock exchange in which not all shareholders can actually sell shares to the Company. Thus the prerequisites of Sec. 186 para. 3 sentence 4 AktG have been met, in accordance with which the exclusion of subscription rights is justified in the event the financial interests of the shareholders are protected due to fixed prices close to the market.

Resale of the acquired shares at a price close to the market

Within the framework of the resale of acquired own shares, the authorization stipulates that such shares can only be sold for cash at a price close to the market. The sales price may only be insignificantly lower than the current market price at that time. This authorization allows the management board to, for example, sell its own shares specifically and quickly to new groups of shareholders in Germany and abroad. The management board will be guided solely by the interests of the Company and its shareholders in such sales.

The management board may only use this authorization in such a manner that the total of the (i) shares sold in accordance with this authorization, (ii) shares issued utilizing the authorized capital in return for cash contribution (Sec. 5 para. 3, 4 and 4a of the articles of association pursuant to the resolution under item 7 of the Agenda to this annual general meeting) and (iii) conversion and option rights for shares granted upon issuance of debentures with conversion or option rights or conversion obligations in return for cash contribution – in each case with the exclusion of subscription rights of the shareholders – does not exceed 10% of the share capital at the time the resolution regarding the sale of shares is passed. Thus the authorization to sell own shares for cash is limited in this regard.

Resale of the acquired shares inter alia in return for contributions in kind

The authorization furthermore stipulates the exclusion of subscription rights for the sale of shares in return for contributions in kind, in particular, also in the context of mergers or the acquisition of companies, business units, shareholdings or other assets (such as, for example, real estate). In the course of corporate acquisitions, companies are increasingly requesting to contribute their own shares as consideration in acquisition transactions. The authorization we recommend gives the Company the necessary flexibility to be able to quickly and flexibly acquire companies or shareholdings therein in return for its own shares without capital measures. Such shares may also just as flexibly be used as consideration for the acquisition of real estate.

Resale of the acquired shares within the framework of convertible bonds and bonds with warrants

The authorization furthermore stipulates that the Company's own shares can be used to fulfill conversion or option rights or conversion obligations of holders of debentures issued by the Company or its subsidiaries under the exclusion of shareholders' subscription rights. This can be practical in order to use the Company's own shares in whole or in part to fulfill the conversion or option rights or fulfill conversion obligations in the event of a capital increase.

The acquired own shares are also intended to be able to be used under the exclusion of shareholders' subscription rights in order to offer such shares to employees of the Company or of its affiliates for acquisition.

Issuance of the acquired shares to employees or use to service the convertible profit participation programs for employees

Own shares are intended to continue to be able to be used to serve the convertible profit participation programs for employees of the Company or its affiliates.

On April 10, 2012 the management board resolved precautionary (in case of adoption of a respective resolution by the annual general meeting on April 24, 2012) with approval of the supervisory board on April 24, 2012 on the employee participation program 2012 which was based on the authorization of the shareholders in the annual general meeting on April 24, 2012. On the basis of the authorization of the shareholders in the annual general meeting of May 6, 2015 the management board resolved on November 6, 2015 with approval of the supervisory board on November 19, 2015 on the employee participation program 2015. Under the employee profit participation programs, respectively up to 500,000 convertible profit participation certificates may be issued to employees of the Company or its subsidiaries which, under certain conditions, entitle the bearer to convert the profit participation certificates into a share of the Company. The nominal value of one profit participation certificate is EUR 1.00. Each profit participation certificate will be converted on the 2nd, 3rd, 4th or 5th anniversary of the issuance thereof (obligating conversion date) into one no par value bearer share of the Company (however earliest on the bank working day in Frankfurt am Main, following the day after the annual general meeting of the Company for the respective year), provided the market price of the shares of the Company exceeds the market price of the shares of the Company from the issuance date on at least seven non-consecutive exchange trading days prior to the obligating conversion date by 5% or more. Profit participation rights will only be converted provided the beneficiary pays the conversion price and is still employed by alstria office REIT-AG or a subsidiary thereof on the conversion date. The maximum term of a convertible profit participation certificate is five years.

The shares acquired under this authorization shall also be able to be used to service the obligations of the Company under the employee participation programs. With this possibility as the case may be alternative capital increases from conditional capital and thus dilution of the other shareholders can be avoided.

Redemption of own shares

In addition, the Company can redeem its own shares without a new resolution of the shareholders in the annual general meeting. The management board will, however, only utilize this authorization in the event, after duly reviewing all relevant circumstances, it is of the opinion that the redemption of the Company's own shares is in the interest of the Company and thus its shareholders.

Dividends in kind

Lastly, own shares can also be used as dividends in kind and as scrip dividend. Within the framework of a scrip dividend the shareholders receive the right to choose to receive a cash dividend or the equivalent value in shares of the Company.

Total number of shares and voting rights

As per the date of the convocation of the annual general meeting, the share capital of the Company is EUR 152,164,285.00 and is divided up into 152,164,285 no-par value bearer shares. Each of the 152,164,285 no-par value shares entitles the bearer to one vote in the annual general meeting (Sec. 6 para. 1 sentence 2 and Sec. 15 para. 3 sentence 1 of the Articles of Association).

Participation in the annual general meeting and exercise of voting rights

In accordance with Sec. 14 para. 2 and 3 of the Articles of Association, only those shareholders who register with the Company and provide separate proof of their shareholdings from their custodian bank to the address specified below within the prescribed period prior to the annual general meeting shall be entitled to participate and exercise their voting rights in the annual general meeting:

alstria office REIT-AG
c/o UBJ GmbH
Kapstadtring 10
22297 Hamburg
Germany
Fax No.: +49 (0) 40 6378 5423
E-Mail: hv@ubj.de

The proof of shareholdings must cite the date stipulated for such in the German Stock Corporation Act (*Aktiengesetz, AktG*), i.e., the commencement of the 21st day prior to the annual general meeting (record date) and thus the **commencement of April 21, 2016, 0:00** and be received together with the registration by the Company by no later than the **expiration of May 5, 2016, 24:00** at the address specified above. The registration must be made and proof of shareholdings must be provided in writing (Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch, BGB*)) and must be in German or English. Shareholders with registered office abroad may request for information and forms for registration and proof of shareholding in English at **hv@alstria.de**.

The eligibility to participate and the scope of the voting rights are determined solely according to the shareholdings of the shareholders on the record date. The record date does not coincide with a vesting period for the availability of the shareholdings for sale. Even if the shareholdings are sold in whole or in part after the record date, exclusively the shareholdings of shareholders on the record date shall be decisive for the participation and the scope of the voting rights; i.e., the sale of shares after the record date has no effect on the eligibility to participate or on the scope of voting rights. This also applies to the purchase of shares after the record date. Persons who do not hold any shares as per the record date and only later become shareholders are not eligible to participate or vote.

The shareholders will be sent entry tickets for the annual general meeting by the registration office after the receipt of their registration and proof of their shareholdings by the Company. In order to ensure the timely receipt of the entry tickets, we ask that the shareholders request an entry ticket for the participation in the annual general meeting from their custodian banks as early as possible. In such case, the necessary registration and proof of the decisive shareholdings are taken care of by the custodian bank.

Procedure for voting by proxy

Granting of proxies

Shareholders' voting rights may also be exercised by a proxy. If neither a bank nor a shareholders' association nor another person or institution of equal status in accordance with Sec. 135 para. 8 and 10 of the German Stock Corporation Act (*Aktiengesetz*, AktG) is authorized, a proxy must be issued, revoked and proof of proxy provided to the Company at least in writing (Sec. 15 para. 3 sentence 3 of the Articles of Association, Sec. 134 para. 3 sentence 3 AktG in connection with Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)).

We offer our shareholders the service of authorizing proxies appointed by the Company. The proxy must at least be issued and revoked in writing (Sec. 15 para. 3 sentence 2 of the Articles of Association, Sec. 134 para. 3 sentence 3 AktG in connection with Sec. 126b BGB). In the event proxies of the Company are authorized, instructions for the exercise of the voting rights must also be issued with the proxy. Proxies are obligated to vote pursuant to orders. The timely registration of the respective stock of shares and proof of shareholdings in accordance with the above provisions are also necessary in the event shareholders are having their voting rights exercised by a proxy.

The statutory provisions, in particular Sec. 135 AktG, shall apply to the authorization of financial institutions, shareholders' associations or other persons or institutions of equal status in accordance with Sec. 135 para. 8 and 10 AktG and to the revocation and proof of such authorization. Financial institutions, shareholders' associations and other persons of equal status pursuant to Sec. 135 para. 8 and 10 AktG may stipulate special provisions for the procedure for their own authorization. The shareholders are therefore requested to contact their intended proxies in due time with regard to the form of the proxy that the proxies might require.

Delivery of proxies to the Company

The proof of the authorization must either be presented by the proxy on the date of the annual general meeting or announced to the Company prior to the annual general meeting at the following address:

alstria office REIT-AG
Reference: Annual General Meeting 2016
Bäckerbreitergang 75
20355 Hamburg
Germany
Fax No.: +49 (0) 40 226 341 224
E-Mail: hv@alstria.de

On the date of the annual general meeting, only the entry and exit control for the annual general meeting at the Hamburg Chamber of Skilled Crafts and Small Businesses (*Handwerkskammer*), Holstenwall 12, 20355 Hamburg is available for the receipt of the proof of proxy starting at 9:00 a.m. up until shortly before the commencement of the votes.

In order to facilitate the organization, shareholders who wish to authorize the proxies appointed by the Company in advance of the annual general meeting are requested to send their proxies and instructions by no later than **May 10, 2016, 24:00** (receipt by the Company), by mail, fax or e-mail to the following address:

alstria office REIT-AG
Reference: Annual General Meeting 2016
Bäckerbreitergang 75
20355 Hamburg
Germany
Fax No.: +49 (0) 40 226 341 224
E-Mail: hv@alstria.de

Provision of proxy forms

Shareholders who have registered in accordance with Sec. 14 para. 2 and 3 of the Articles of Association will be sent a proxy form as a part of their entry ticket. Proxy forms may also be requested in German or English at **hv@alstria.de**.

Rights of the shareholders (motions, proposals and requests for information pursuant to Sec. 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG)

1. Requests for additions to the Agenda in accordance with Sec. 122 para. 2 AktG

Shareholders whose combined shares amount to 20% of the share capital or make up a prorated amount of at least EUR 500,000.00 (corresponds to 500,000 shares) may request pursuant to Sec. 122 para. 2 of the German Stock Corporation Act (*Aktiengesetz*, AktG) that items be placed on the Agenda and published. A justification or resolution proposal must be enclosed for each new item. The request is to be directed to the management board of the Company in written form (Sec. 126 BGB). Such request, together with the proof that the shareholders hold the minimum number of shares, must be received by the Company by no later than 30 days prior to the meeting, i.e., by **April 11, 2016 at 24:00** at the latest.

Any requests for additions must be sent to the following address:

alstria office REIT-AG
- Management board -
Reference: Motions for the Annual General Meeting 2016
Bäckerbreitergang 75
20355 Hamburg
Germany

As proof that the shareholders hold the minimum number of shares, the shareholders must submit a corresponding confirmation by their custodian bank.

Unless already published with the convocation, any additions to the Agenda which need to be published will be published directly upon receipt of the request in the Federal Gazette (*Bundesanzeiger*) and provided to that media for publication where it can be assumed that the information will be broadcast throughout the entire European Union. Such additions will also be published on the Internet at **www.alstria.com → Investors → Annual General Meeting** and communicated to the shareholders in accordance with Sec. 125 para. 1 sentence 3 AktG.

2. Countermotions und nominations, Sec. 126 para. 1, 127 AktG

Pursuant to Sec. 126 para. 1 AktG, each shareholder is entitled to send countermotions to the proposed resolutions regarding the items of the Agenda. If the countermotions are to be made accessible by the Company, such must be received by the Company together with justification and proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **April 27, 2016 at 24:00**, at the following address:

alstria office REIT-AG
Reference: Motions for the Annual General Meeting 2016
Bäckerbreitergang 75
20355 Hamburg
Germany
Fax No.: +49 (0) 40 226 341 224
E-Mail: hv@alstria.de

Countermotions addressed otherwise will not be made accessible. Subject to Sec. 126 para. 2 and 3 AktG, countermotions of shareholders which are to be made accessible will be published on the Internet at **www.alstria.com → Investors → Annual General Meeting** together with the name of the shareholder and the justification and any position of the administration on such countermotion. Countermotions are to be submitted in German. If they are meant to be published in English as well, a translation is to be enclosed.

Pursuant to Sec. 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or independent auditors. However, such proposals do not have to be justified. In addition to the grounds specified in Sec. 126 para. 2 AktG, the management board does not have to make a proposal accessible inter alia if the proposal does not contain the name, profession and residence of the candidate. Nominations for the election of supervisory board members also do not have to be made accessible if no information is included regarding the nominated supervisory board candidates' membership in other supervisory boards to be established by law in the terms of Sec. 125 para. 1 sentence 5 AktG.

3. Right to Information, Sec. 131 para. 1 AktG

Pursuant to Sec. 131 para. 1 AktG, the management board is to provide each shareholder information regarding the matters of the Company upon

request, provided such information is necessary to duly assess an item of the Agenda and the management board has no right to decline to provide the requested information. The management board's duty to provide information also extends to the legal and business relations of alstria office REIT-AG with its affiliates. The duty to provide information in addition also concerns the situation of the alstria group and the companies included in the consolidated annual financial statements of alstria office REIT-AG.

4. Further elaborations

Further elaborations regarding the rights of the shareholders in accordance with Sec. 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG can be downloaded on the Internet at **www.alstria.com** → **Investors** → **Annual General Meeting**.

Publication of the invitation to the annual general meeting and other documents

The information to be made accessible on the Internet page of the Company pursuant to Sec. 124a of the German Stock Corporation Act (*Aktiengesetz*, AktG), in particular the convocation of the annual general meeting, motions of shareholders and additional information, will be available on the Internet at **www.alstria.com** → **Investors** → **Annual General Meeting** shortly after the convocation of the annual general meeting.

The results of the votes will be announced at the same Internet address after the annual general meeting.

The convocation of the annual general meeting was published in the Federal Gazette (*Bundesanzeiger*) on April 1, 2016 and has been provided to those media sources where it can be assumed that the information is broadcasted in the entire European Union.

Hamburg, March 2016

The management board