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Press release

alstria building a better and stronger office company

- **alstria office REIT-AG announces public exchange offer for all shares of DO Deutsche Office AG**
- **Combination establishes the market leader in German office real estate, with a portfolio of approx. EUR 3.5 billion and a focus on the main German office centres**
- **Offer represents a premium of 16.2% over yesterday's closing share price of Deutsche Office, adjusted for the announced dividend payment of EUR 0.15 cent**
- **Expected cost savings of approx. EUR 2.5 million p.a. from efficiency gains and additionally up to EUR 15 million p.a. from financing benefits**
- **Expected to be c. 20% accretive to alstria's FFO per share, increasing FFO to c. EUR 75 cent per share¹**
- **Structured as an all-stock offer: alstria offers approx. 68.8 million new alstria shares in exchange for all outstanding shares of DO Deutsche Office AG (exchange ratio 1:0.381)**
- **Deutsche Office's main shareholder (funds managed by Oaktree Capital Management, L.P.) today irrevocably committed its 60.54% stake in Deutsche Office to the transaction**
- **Invitation to extraordinary general meeting on July 23, 2015 to vote on the transaction and subsequent launch of the public offer**

Hamburg, June 16, 2015 – alstria office REIT-AG (symbol: AOX, ISIN: DE000A0LD2U1) ('alstria'), the leading German office REIT, announces the intention for a public exchange offer for all shares of DO Deutsche Office AG ('Deutsche Office') and the conclusion of an irrevocable undertaking with funds managed by Oaktree Capital Management, L.P. ('Oaktree') to commit their entire stake of 60.54% in Deutsche Office to the transaction.

¹ Full year run rate on a pro-forma basis and relative to FFO per share prior to recent capital increase (March 2015)

Combination establishes alstria as the leading German office real estate company

After resolutions of both its Management Board and Supervisory Board, alstria announces today that it intends to make a public exchange offer for all outstanding shares of Deutsche Office. The combination of both entities will create the leading listed German office real estate company. The combined portfolio comprises 125 office buildings with 1.7 million sqm of lettable space and represents a total portfolio value of approximately EUR 3.5 billion (as of March 31, 2015).

Reinforcement of leadership in key office markets

alstria and Deutsche Office share a common investment focus on office buildings located in Germany's most attractive and dynamic growth regions, such as the metropolitan areas of Hamburg, Düsseldorf, Stuttgart, Berlin and Frankfurt. Through the combination of both portfolios, alstria expects to reinforce its presence in Hamburg and the Rhine-Ruhr area and to achieve a critical size in Berlin, Stuttgart and Frankfurt, giving it a critical mass in 6 of the top 7 German office markets. While strengthening the local presence, the combination of the two portfolios is expected to reduce cluster risks and provides alstria's shareholders with access to a sizeable, profitable and well balanced office portfolio in Germany's most dynamic growth regions. The increased size and expected enhancement of the share trading liquidity is also expected to substantially improve alstria's capital market profile.

Transaction is highly FFO accretive

Once fully integrated, alstria estimates that the combination of the two companies will generate cost synergies of approx. EUR 2.5 million p.a. through efficiency gains in the management and administration of properties as well as savings on the overhead functions. Furthermore, significant financing benefits are expected from lower funding costs due to the improved credit profile (up to EUR 7.5 million p.a.) and mark-to-market of existing hedge positions (up to EUR 7.5 million p.a.) for the Deutsche Office portfolio. The integration is expected to be completed within 24 months after closing of the transaction. The cost synergies and financing benefits are expected to lead to an accretion of alstria's FFO per share by more than 20%, which on a pro-forma basis is expected to increase from EUR 62 cent (pre capital increase from March 2015) to c. EUR 75 cent per share. The savings and all transaction related costs are expected to require a cash outflow of approximately EUR 100 million, of which approximately half is attributable to expected swap breakage costs.

Strong balance sheet and potential for debt restructuring

After closing of the transaction, alstria's management intends to refinance Deutsche Office's loans in order to optimize the financing costs to market conditions and benefit from the enhanced credit profile. In this respect, the company will consider all options, including capital market debt, and use the most favourable sources of financing. alstria has secured a bridge loan of up to EUR 1.1 billion to address potential change of control provisions under the current loans of Deutsche Office. The bridge loan facility is provided by UBS and UniCredit.

In line with its general approach to the valuation of its own portfolio and in order to allow its operational teams a more flexible leasing approach, alstria expects a mark-down of the Deutsche Office portfolio by approx. EUR 80 million,

particularly in the Rhine-Main region. The combined Net-LTV on a pro-forma basis, taking into account the expected mark-down and the dividend payments, amounts to approx. 50%, while the G-REIT equity ratio will be at approximately 47%. alstria maintains its target to reduce its LTV to 40% in the mid-term.

Building a stronger company

Adjusted for the expected mark-down, the combined portfolio will generate an attractive gross yield of 6.1%. The combined WAULT of 5.6 years is well beyond the German average for office properties. The vacancy rate of around 14% offers additional internal growth opportunities from active asset management, leveraging the combined expertise of alstria and Deutsche Office's operating teams.

'Over the past years we have prepared alstria to take a significant step in order to become the benchmark in the listed office sector in Germany', said Olivier Elamine, Chief Executive Officer of alstria. 'There are numerous reasons why this transaction makes sense, however our main driver is that we are building up a stronger and better company for the benefit of all our stakeholders'.

Transaction offers substantial premium

Under the terms of the exchange offer, shareholders of Deutsche Office will receive up to 68,781,791 new alstria shares. Thus, shareholders of Deutsche Office will receive 1 (one) new alstria share in exchange for rounded 2.625 Deutsche Office shares. This corresponds to an exchange ratio of 1:0.381. The new alstria shares will be entitled for dividends from January 1, 2015. Based on alstria's yesterday's closing share price of EUR 11.57, the offer represents a premium of 16.2%, adjusted for the dividend payment of EUR 15 cents already announced by Deutsche Office.

The exchange offer is subject to customary terms and conditions for a transaction of this type and size, including alstria's shareholders approval to create the new shares required for the exchange offer and a minimum acceptance rate of 69.6%. Deutsche Office's main shareholder Oaktree today irrevocably agreed to contribute the full stake in Deutsche Office (60.54%) to the transaction. 50% of the shares received by Oaktree via the offer will be subject to a 180 days lock-up.

Accordingly, alstria today invites its shareholders to an extraordinary general meeting on July 23, 2015 to pass a resolution approving the capital increase. The exchange offer is expected to be launched in August or at the beginning of September. Closing of the transaction is expected in the second half of 2015. The launch of the exchange offer is subject to approval of the offer document by the Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) and, following such approval, the offer document will be made available on alstria's website www.alstria.com.

UBS acts as financial advisor, Unicredit as a co-financial advisor and Allen & Overy as legal advisors to alstria on this transaction.

Invitation to the conference call on June 16, 2015

The alstria management board, CEO Olivier Elamine and CFO Alexander Dexne, will present the rationale for the offer during a conference call at 10:00 am (CET).

Please use one of the following dial-in numbers:

Germany: +49 69 222229043

UK: +44 20 30092452

PIN: 24265914#

Please note that you can watch the management's presentation live as a webcast on our website www.alstria.com. As soon as the conference call begins, the presentation slides will be available for download.

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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 announcement 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 mentioned in this announcement 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.