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which is available under:
www.alstria-prime-portfolio.de → **Gesellschafterversammlung**

alstria office Prime Portfolio GmbH & Co. KG

Hamburg

Invitation to the partners' meeting

alstria office REIT-AG as managing limited partner pursuant to Sec. 6 para. 1 of the partnership agreement (**Managing Limited Partner**) hereby invites the partners of alstria office Prime Portfolio GmbH & Co. KG to the partners' meeting on

Wednesday, April 25, 2018 at 10:00 a.m., registration opens at 9:00 a.m.,
at the Hamburg Chamber of Skilled Crafts and Small Businesses (*Handwerkskammer*),
Room 302, Holstenwall 12, 20355 Hamburg, Germany.

Agenda of the partners' meeting

1. **Adoption of the annual financial statements of alstria office Prime Portfolio GmbH & Co. KG for the financial year ending on December 31, 2017**

On March 8, 2018, the General Partner and the Managing Limited Partner prepared the annual financial statements for the financial year ending on December 31, 2017. The annual financial statements were audited, on a voluntary basis, by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg branch, and given an unqualified auditor's certificate. Pursuant to Sec. 12 para. 1 sentence 2 lit. a) of the partnership agreement, the partners' meeting resolves upon the adoption of the annual financial statements.

The Managing Limited Partner proposes to adopt the annual financial statements of alstria office Prime Portfolio GmbH & Co. KG for the financial year ending on December 31, 2017, consisting of the annual balance sheet and the profit and loss statement.

The annual financial statements of alstria office Prime Portfolio GmbH & Co. KG for the financial year ending on December 31, 2017, may be viewed at the partnership's offices in Steinstraße 7 in 20095 Hamburg, Germany, and on the internet at www.alstria-prime-portfolio.de → **partners' meeting**. The annual financial statements will also be on display at the partners' meeting.

2. **Appropriation of the annual net profit for the 2017 financial year**

The Managing Limited Partner proposes to fully allocate the annual net profit generated in the 2017 financial year in the amount of EUR 11,486,306.68 to the reserve account I.

3. Rebooking of credits from reserve account I to the settlement account of the partners

The Managing Limited Partner proposes to rebook an amount of EUR 37,156,595.70 from the reserve account I to the settlement accounts of the partners.

Based on the current fixed capital the rebooking of overall EUR 37,156,595.70 into the settlement accounts of the partners corresponds to a rebooking of EUR 0.21 per each full EUR 1.00 of the fixed capital. Each full EUR 1.00 of the fixed capital corresponds to one no-par value share with a nominal amount of EUR 1.00 in the registered capital of former DO Deutsche Office AG at the time of transformation.

4. Formal approval of the actions of the Managing Limited Partner and the General Partner and their respective legal representatives for the 2017 financial year

The Managing Limited Partner proposes that formal approval be given to the Managing Limited Partner as well as the General Partner and their respective legal representatives who were in office in the 2017 financial year for this period.

Participation in the partners' meeting and exercise of voting rights

In accordance with Sec. 8 para. 4 of the partnership agreement, limited partners whose names are registered in the list of partners or in the commercial register for the partnership at the time of the partners' meeting are entitled to attend the partners' meeting and to exercise their voting rights.

Former shareholders of DO Deutsche Office AG or their legal successors who are not registered in the list of partners or in the commercial register are entitled to attend the partners' meeting and to exercise their voting rights only to the extent they provide proof to the General Partner or the Managing Limited Partner (hereinafter: **Management**) at the address stated below proving that, and to what extent, they or their legal predecessors held shares in DO Deutsche Office AG at the time of the conversion on December 9, 2016:

alstria office Prime Portfolio GmbH & Co. KG
- Management -
c/o Computershare Operations Center
80249 Munich
Germany
Fax No.: +49 40 79012 88652
Email: alstria-GV2018@computershare.de

Pursuant to Sec. 8 para. 4 sentence 2 of the partnership agreement, the proof has to be received by the Management no later than at the seventh day prior to the partners' meeting (*Nachweisstichtag*; the "**Record Date**"), i.e. it has to be received by no later than the expiration of Wednesday, **April 18, 2018, 24:00 hours** at the address specified above. The proof of shareholdings must be provided in writing (Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch, BGB*)). In case of a succession by legal heirs the proof must be provided by way of a certificate of inheritance (*Erbschein*). In addition, it has to be declared that in the interim the fixed capital interests have not been sold and that the partner has not withdrawn from the partnership against cash compensation pursuant to Sec. 207 of the German Transformation Act (*Umwandlungsgesetz*). A form for the proof of shareholding and the declaration is available on the internet at www.alstria-prime-portfolio.de → **partners' meeting** and may be requested at the email address GV2018@alstria-prime-portfolio.de.

In order to facilitate the organization of the partners' meeting, limited partners who wish to attend the partners' meeting are asked to notify the Management of their intention to attend ahead of time. The notification can be directed by mail, fax or email to the following address:

alstria office Prime Portfolio GmbH & Co. KG
- Management -
c/o Computershare Operations Center
80249 Munich
Germany
Fax No.: +49 40 79012 88652
Email: alstria-GV2018@computershare.de

Procedure for voting by proxy

Limited partners entitled to attend partners' meetings pursuant to Sec. 8 para. 4 of the partnership agreement may have themselves represented at the partners' meetings. The proxy must be issued, revoked and proof of authorization provided to the partnership in writing (Sec. 8 para. 6 sentence 2 of the partnership agreement in connection with Sec. 126b BGB).

The proof of the authorization must either be presented by the proxy on the date of the partners' meeting or announced to the Management prior to the partners' meeting at the following address:

alstria office Prime Portfolio GmbH & Co. KG
- Management -
c/o Computershare Operations Center
80249 Munich
Germany
Fax No.: +49 40 79012 88652
Email: alstria-GV2018@computershare.de

A proxy form is available on the internet at www.alstria-prime-portfolio.de → partners' meeting and may be requested at the email address GV2018@alstria-prime-portfolio.de.

Rights of the limited partners

Requests for additions to the agenda (Sec. 9 para. 1 of the partnership agreement)

Limited partners whose combined fixed capital interests amount to 5% of the fixed capital or make up a prorated amount of at least EUR 500,000.00 may request pursuant to Sec. 9 para. 1 of the partnership agreement that items be placed on the agenda and published. A justification or resolution proposal must be enclosed for each new item of the agenda. The request is to be directed to the Management in written form (Sec. 126 BGB). The request must be received by the Management by no later than 24 days prior to the partners' meeting. In this context, the day of receipt shall not be counted, i.e. the request must be received by the Management by Saturday, **March 31, 2018 at 24:00 hours** at the latest.

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

alstria office Prime Portfolio GmbH & Co. KG
- Management -
Reference: Motions for the partners' meeting 2018
Steinstraße 7
20095 Hamburg
Germany

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*). Such additions will also be published on the internet at www.alstria-prime-portfolio.de → partners' meeting.

Countermotions (Sec. 9 para. 2 of the partnership agreement)

Each limited partner 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 Management, such must be received by the Management together with justification no later than by 14 days prior to the partners' meeting. In this context, the day of receipt shall not be counted, i.e. countermotions must be received by the Management by Tuesday, **April 10, 2018 at 24:00 hours** at the latest.

Any countermotions must be sent in written form to the following address:

alstria office Prime Portfolio GmbH & Co. KG
- Management -
Reference: Motions for the partners' meeting 2018
Steinstraße 7
20095 Hamburg
Germany

Subject to Sec. 9 para. 2 sentence 2 of the partnership agreement in connection with Sec. 126 para. 2 and 3 of the German Stock Corporation Act (*Aktiengesetz, AktG*), countermotions of limited partners which are to be made accessible will be published on the internet at www.alstria-prime-portfolio.de → **partners' meeting** together with the name of the limited partner and the justification and any position of the Management on such countermotion.

Right to information (Sec. 13 para. 2 of the partnership agreement in connection with Sec. 131 AktG)

Pursuant to Sec. 13 para. 2 sentence 1 of the partnership agreement, the limited partners have a right to information against the Management in matters of the partnership. Pursuant to Sec. 13 para. 2 sentence 2 of the partnership agreement, Sec. 131 AktG applies, *mutatis mutandis*, to this right to information and the circumstances in which provision of the information may be declined. Accordingly, the Management is to provide each limited partner information regarding the matters of the partnership upon request, provided such information is necessary to duly assess an item of the agenda and the Management has no right to decline to provide the requested information. The Management's duty to provide information also extends to the legal and business relations of alstria office Prime Portfolio GmbH & Co. KG with its affiliates.

Withdrawals at the expense of the settlement account of a partner

Pursuant to Sec. 14 para. 4 of the partnership agreement every partner can do withdrawals from his settlement account up to the limit of the existing positive balance. Withdrawals debiting the settlement account are possible once a year as per September 30 or, if this date is a Saturday, Sunday or a public holiday in Hamburg, on the next following bank business day in Hamburg.

Thus, a withdrawal is this year possible as per Monday, **October 1, 2018**. The withdrawal is to be announced by the respective partner towards the General Partner in writing by naming the bank details for the credit of the withdrawal amount with a term of one month, i.e. latest until per Friday, **August 31, 2018** (Sec. 14 para. 4 sentence 2 of the partnership agreement).

The announcement is not required, if the partner assigned the General Partner in writing to transfer the withdrawable profit share that relates to his respective share in the fixed capital as per September 30 or as per the following bank business day in Hamburg to the bank account named by him (Sec. 14 para. 4 sentence 3 of the partnership agreement).

A form for announcing the withdrawal or for the assignment of bank transfer pursuant to Sec. 14 para. 4 sentence 2 and 3 of the partnership agreement are available on the internet at www.alstria-prime-portfolio.de → **partners' meeting** and can be requested via the email address GV2018@alstria-prime-portfolio.de.

Other information

For purposes of the admission controls, limited partners or their statutory representatives or proxies are asked to have available an official picture identification document.

The convocation of the partners' meeting and additional information, in particular the annual financial statements of the partnership for the financial year ending on December 31, 2017 and any motions of limited partners, can be seen at the partnership's office and will be available on the internet at www.alstria-prime-portfolio.de → **partners' meeting** shortly after the convocation of the partners' meeting or, respectively, after receipt by the partnership.

The convocation of the partners' meeting was published in the Federal Gazette (*Bundesanzeiger*) on March 12, 2018. Without constituting a requirement for the validity or lawfulness of the convocation of the partners' meeting, the limited partners registered in the list of partners of the partnership or in the commercial register will in addition, pursuant to Sec. 8 para. 3 sentence 4 of the partnership agreement, be invited to attend the partners' meeting by the General Partner with two weeks' written notice, such notice to be addressed to the email address most recently communicated to the General Partner and to include the agenda.

Hamburg, March 2018

alstria office REIT-AG

The management board