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www.alstria-prime-portfolio.de → *Gesellschafterversammlung*

alstria office Prime Portfolio GmbH & Co. KG

Hamburg

Invitation to the partners' meeting 2019

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 (**Company**) to the partners' meeting on

**Tuesday, May 21, 2019 at 10:00 a.m., registration opens at 9:30 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 2018 financial year

On March 25, 2019, the General Partner and the Managing Limited Partner prepared the annual financial statements for the financial year from January 1 to December 31, 2018. The annual financial statements were audited, on a voluntary basis, by KPMG AG 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 from January 1 to December 31, 2018, 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 from January 1 to December 31, 2018, 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 2018 financial year

The Managing Limited Partner proposes to fully allocate the annual net profit generated in the 2018 financial year in the amount of EUR 35,181,118.07 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 2018 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 2018 financial year for this period.

5. Amendment of the partnership agreement

Due to the transformation of the Company from a stock corporation into a limited partnership, the fixed capital of the Company has been reduced whenever a shareholder retired from the Company against payment of a cash compensation. The partnership agreement of alstria office Prime Portfolio GmbH & Co. KG shall be adjusted to the current amount of fixed capital (formerly: EUR 176,937,470.00) and Sec. 4 para. 1 sentence 1 shall be revised as follows:

“The fixed capital amounts to EUR 176,936,170.00 (in words: one hundred seventy-six million, nine hundred thirty-six thousand, one hundred seventy euros).”

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 89 30903 74675
Email: alstria-GV2019@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 Tuesday, **May 14, 2019, 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 can be requested via the email address GV2019@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 89 30903 74675
Email: alstria-GV2019@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 89 30903 74675
Email: alstria-GV2019@computershare.de

A form for granting power of attorney to third parties is available on the internet at www.alstria-prime-portfolio.de → **partners' meeting** and can be requested via the email address GV2019@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 Friday, **April 26, 2019 at 24:00 hours** at the latest.

Any requests for additions to the agenda must be sent in written form (Sec. 126 BGB) to the following address:

alstria office Prime Portfolio GmbH & Co. KG
- Management -
Reference: Motions for the partners' meeting 2019
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 Monday, **May 6, 2019 at 24:00 hours** at the latest.

Any countermotions must be sent in written form (Sec. 126 BGB) to the following address:

alstria office Prime Portfolio GmbH & Co. KG
- Management -
Reference: Motions for the partners' meeting 2019
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 para. 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, **September 30, 2019**. 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 30, 2019 at 24:00 hours** (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 GV2019@alstria-prime-portfolio.de.

Information regarding data protection

The protection of personal data of partners, partner representatives and guests who register to attend the partners' meeting of alstria office Prime Portfolio GmbH & Co. KG and/or who participate in it ("**PM Participants**") is very important to us. With the following information we advise you as PM Participants about the processing of your personal data in connection with the preparation, execution and follow-up of the partners' meeting.

Who is responsible for data processing?

Data controller pursuant to Art. 4 para. 7 of the General Data Protection Regulation ("**GDPR**") is:

alstria office Prime Portfolio GmbH & Co. KG
Steinstraße 7, 20095 Hamburg, Germany
Email: info@alstria-prime-portfolio.de
Tel. No.: +49 (0) 40 226 341 300

The Company is not obliged to appoint a data protection officer. PM Participants may directly contact dataprotection@alstria.de or use the contact details stated above with any questions and suggestions regarding data protection.

What personal data are processed?

As part of the preparation, execution and follow-up of the partners' meeting, the following categories of personal data of partners are processed:

- First name and last name
- Date of birth
- Contact data (e.g. address and, where appropriate, email address and telephone number)
- Limited partnership share related data (e.g. euro amount of share and, where appropriate, former amount of shares in DO Deutsche Office AG)
- In case of a legal succession the data on the legal succession certificate (e.g. certificate of inheritance) (e.g. name and address of decedent, name, date of birth and contact details of heirs, quota of inheritance)
- Partners' meeting related data (e.g. number of entry ticket and, where appropriate, instructions)
- Participation behavior related data (e.g. voting behavior and, where appropriate, information about requests for additions to the agenda, motions and requests for information).

If partners have appointed a third party to exercise their voting rights, personal data of the proxy (in particular first and last name as well as place of residence of the proxy) are also processed. Partners are requested to expressly point this out to the proxies and make this data protection information available to them. Concerning guests of the partners' meeting, information about their first and last names, contact data (in particular address, email address) and, if applicable, the company for which they work are processed.

For what purposes are personal data processed and on what legal basis is data processing based?

Personal data are used to handle the registration and participation of PM Participants (e.g. verification of eligibility) and to enable the partners to exercise their rights (e.g. request to speak and voting) at the partners' meeting (including the issuing, revocation and proof of proxies and instructions).

Pursuant to Sec. 8 para. 7 of the partnership agreement, minutes shall be prepared for the partners' meeting, stating the course of the meeting and the resolutions taken as well as place and date of the meeting, the participants and the agenda items. Against this background, a list of the partners present or represented and the partner representatives must be drawn up at the partners' meeting, stating their name and place of residence as well as the amount of the partnership share represented by each partner and their type. In addition, personal data of the PM Participants may also be processed to fulfill additional statutory obligations, such as regulatory requirements as well as obligations under commercial and tax law-related requirements to retain data.

The processing of personal data of the PM Participants is therefore absolutely necessary for the proper preparation, execution and follow-up of the partners' meeting and is only carried out to the extent necessary to achieve the respective purpose. The legal basis for the processing of personal data at the partners' meeting is Art. 6 para. 1 lit. c) GDPR and Art. 6 para. 1 lit. f) GDPR regarding the compliance with the rules of the partnership agreement. You may contact the above mentioned

contact details for further information on the assessment of interests according to Art. 6 para. 1 lit. f) GDPR.

Which recipients receive personal data?

The data of the PM Participants are processed by the employees of the Managing Limited Partner as far as they are involved in the organization of the partners' meeting. In addition, we partly employ different external service providers for preparation, execution and follow-up of the partners' meeting (meeting service providers, IR service providers and consultants) which have their seat in the European Economic Area (EEA). The service providers will only receive personal data that is necessary for the performance of the service ordered.

If a limited partner requests that items be placed on the agenda, the Company will publish these items stating the name of the partner, provided that the conditions are met in accordance with the provisions of the partnership agreement (see Sec. 9 para. 2 of the partnership agreement). Similarly, the Company will make countermotions by limited partners available on its website stating the name of the partner in accordance with the provisions of the partnership agreement (see rights of the limited partners above).

Other limited partners and other PM Participants may access data out of the list of participants during the meeting. Furthermore, we will transmit the minutes to the partners' meeting with the list of participants to those partners who request a copy of the minutes (see Sec. 8 para. 7 of the partnership agreement). Additionally, we may transmit personal data of the PM Participants to authorities who process the data on their own responsibility (e.g. to supervisory authorities due to legal regulations). It is not intended to transfer personal data to countries outside Europe (i.e. outside the EEA).

From which sources do the data come from?

To the extent personal data have been provided by the partners in the course of the registration for the partners' meeting, the Company or the service providers engaged will receive the personal data of the partners from the partners themselves.

How long are the personal data stored?

As a rule, personal data are deleted as soon as they are no longer required for the aforementioned purposes and statutory evidence and retention obligations do not require us to store them any longer. Corresponding evidence and/or retention obligations result in part from the German Commercial Code (*Handelsgesetzbuch*) and the German Fiscal Code (*Abgabenordnung*). For the data collected in connection with partners' meetings, the retention period is regularly up to three years. Further evidence and/or retention obligations result from the German Commercial Code and the German Fiscal Code, pursuant to which the evidence and/or retention period can amount to up to ten years.

Does automated decision-making occur in individual cases (including profiling)?

We do not employ any automated decision-making process or profiling pursuant to Art. 22 GDPR.

What rights do those affected have?

Affected parties may contact dataprotection@alstria.de at any time with an informal message to exercise their rights under the GDPR. As far as the requirements pursuant to applicable law are met, those affected in particular have the following rights:

- Provision of access to the personal data concerning the affected person as well as the receipt of a copy of the processed data in accordance with Art. 15 GDPR
- Rectification of incorrect personal data and completion of incomplete personal data, Art. 16 GDPR
- Deletion of personal data, if the legal requirements are met, in particular if they are no longer required for the aforementioned purposes, Art. 17 GDPR
- Limitation processing personal data if the legal requirements are met, Art. 18 GDPR
- Lodge a complaint with a data protection authority at the choice of the affected person (e.g. the data protection authority competent for the Company: Der Hamburgische Beauftragte für Datenschutz und Informationsfreiheit, Ludwig-Erhard-Str 22, 7. OG, 20459 Hamburg, Germany, tel.: +49 (0) 40 428 54 - 4040, email: mailbox@datenschutz.hamburg.de), Art. 77 GDPR

The Company must process personal data of the PM Participants in order to enable them to exercise their rights at the partners' meeting. If a PM Participant for example does not provide his/her personal data, he/she may no longer be able to exercise his/her rights related to the partners' meeting.

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 invitation to the partners' meeting and additional information, in particular the annual financial statements of the partnership for the financial year from January 1 to December 31, 2018 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 April 8, 2019. 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, April 2019

alstria office REIT-AG

The management board