

Motions for resolution

36th Annual General Meeting (“AGM”)
CA Immobilien Anlagen Aktiengesellschaft
in the premises of the Company, Mechelgasse 1, 1030 Vienna
4 May 2023, 11:00 am (Vienna time)



MOTIONS FOR RESOLUTIONS CONCERNING ITEMS OF THE AGENDA SUBMITTED BY THE MANAGEMENT AS PER SECTION 108 AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2022 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2022 financial year

The above-mentioned documents can be viewed on the internet at <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

No resolution will be adopted in respect of this agenda item. The 2022 financial statements have already been approved by the Supervisory Board and have thus been adopted.

2. Resolution appropriating the net profit recognized in the Annual Financial Statements for the 2022 financial year

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the following resolution:

Resolution:

“From the distributable retained earnings in the amount of Euro 439,079,979.39 (Euro fourhundredthirtyninemillionseventyninethousandninehundredseventynine and thirty-nine Cent) shown in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of December 31, 2022, a dividend of Euro 1.00 (one Euro) shall be distributed on each share of the Company entitled to dividend as of the dividend record date (May 10, 2023) and the remaining part of the retained earnings shall be carried forward to new account. The dividend is due for payment on May 12, 2023 (payment date); ex-dividend date is May 9, 2023.”

Note:

At the time of publication of these proposed resolutions, the Company has issued a total of 106,496,426 no-par value shares, divided into 106,496,422 bearer shares and four registered shares. At the time of publication of these proposed resolutions, the Company holds 7,837,502 treasury shares which are not entitled to dividends, so that on the total number of 98,658,924 shares of the Company entitled to dividends a dividend of in total Euro 98,658,924 (Euro ninety-eight-million sixhundredfiftyeighthousandninehundredtwentyfour) will be distributed to the shareholders and the remaining net profit of Euro 340,421,055.39 (Euro threehundredfourty million

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fourhundredtwentyonethousandfiftyfive and thirty-nine Cent) will be carried forward to new account. Any new shares issued between the publication of these proposed resolutions and the dividend record date will also be entitled to dividends. The total amount of the dividend is therefore calculated by multiplying the amount of Euro 1.00 (one Euro) by the number of shares of the Company carrying dividend rights on the dividend record date. The number of shares entitled to dividend may still change up to the date of the Annual General Meeting. In this case, the proposed resolution will be adjusted to the number of shares carrying dividend rights at the time of the Annual General Meeting.

To the extent that the number of shares carrying dividend rights has changed by the date of the Annual General Meeting, the proposed resolution on the appropriation of net income will be modified so that the amount of the dividend per share remains unchanged, while the total distribution amount, the amount to be transferred to retained earnings and the amount of profit carried forward are adjusted accordingly.

3. Resolution discharging the members of the Management Board for the 2022 financial year

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the following resolution:

Resolution:

„The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2022 financial year.“

4. Resolution discharging the members of the Supervisory Board for the 2022 financial year

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the following resolution:

Resolution:

„The members of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2022 financial year.“

5. Resolution on the remuneration of the Supervisory Board for the 2022 financial year

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the following resolution:

Resolution:

“For the 2022 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 218.500 euros, whereby each member of the Supervisory Board receives, in addition to the reimbursement of cash expenditures, a fixed annual remuneration of 30,000.00 euros. The Chairman receives twice and his deputies one-and-a-half times the fixed remuneration. In addition to the annual payment, members of the Supervisory Board receive an attendance fee of 1,000.00 euros for each

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meeting of the Supervisory Board or one of its committees to which they belong.”

Reasoning:

The remuneration of the members of the Supervisory Board consists of a fixed remuneration amount and based on the fixed remuneration amount additional remuneration amounts for the Chairman and the Deputy Chairman as well as an attendance fee for each meeting. The amount proposed for resolution considers a fixed remuneration of 30,000.00 euros, which has been determined under appropriateness criteria at a level in order to take into account the average remuneration of the Supervisory Board of the issuers included in the ATX and of the Austrian peer group.

6. Appointment of the auditor and Group auditor for the 2023 financial year

Following a recommendation of its Audit Committee, the Supervisory Board proposes that the Annual General Meeting adopts the following resolution:

Resolution:

“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, 1220 Vienna, is appointed as the auditor of the Company's Annual Financial Statements and Management Report, and of the Consolidated Financial Statements and Group Management Report to be prepared by the Company, for the 2023 financial year.”

7. Resolution on the Company's remuneration report for the 2022 financial year

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following resolution:

Resolution:

“The remuneration report for the 2022 financial year shall be adopted as (in the course of preparation of the Annual General Meeting) published on the Company's website (www.caimmo.com).”

Reasoning:

In accordance with section 78c in conjunction with section 98a Austrian Stock Corporation Act (AktG), the Management Board and the Supervisory Board of a publicly listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and members of the Supervisory Board.

This remuneration report has to provide a comprehensive overview of the remuneration paid in the course of the past financial year to current and former members of the Management and Supervisory Boards in accordance with the remuneration policy (section 78a (in conjunction with section 98a) of the Stock Corporation Act (AktG)), including all benefits in any form.

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The remuneration report for the respective past fiscal year must be submitted to the Annual General Meeting for approval. The vote has the nature of a recommendation. The resolution cannot be contested (section 78b para 1 Austrian Stock Corporation Act (AktG)).

In accordance with section 108 para 1 Austrian Stock Corporation Act (AktG), the Management Board and the Supervisory Board must make a proposal to adopt a resolution on the remuneration report.

Pursuant to section 108 para 4 no. 4 of the Stock Corporation Act (AktG), the resolution proposal of the Management Board and the Supervisory Board regarding the resolution on the remuneration report and the remuneration report itself shall be made available on the Company's website registered in the commercial register no later than on the 21st day prior to the Annual General Meeting.

The Management Board and Supervisory Board of CA Immobilien Anlagen AG adopted a remuneration report pursuant to section 78c (in conjunction with section 98a) of the Austrian Stock Corporation Act (AktG) on 22 March 2023 and proposed a resolution pursuant to section 108 (1) of the Austrian Stock Corporation Act (AktG).

The remuneration report for the 2022 business year is available on the company's website (www.caimmo.com) registered in the commercial register.

The Management Board and the Supervisory Board propose to the Annual General Meeting to adopt the remuneration report for the business year 2022 as published on the Company's website (www.caimmo.com) in preparation for the Annual General Meeting.

8. Resolution on the reduction of the Supervisory Board within the statutory limits from currently five to four shareholder representatives.

The Supervisory Board proposes that the Annual General Meeting adopts the following resolution:

Resolution:

- 1. The Supervisory Board proposes in accordance with § 87 (1) AktG to reduce the number of shareholder representatives on the Supervisory Board to be appointed within the limits set out in the Articles of Association from five to four shareholder representatives, so that in view of the four acting shareholder representatives on the Supervisory Board (of which two are elected and two are delegated capital representatives) no election of substitute members of the Supervisory Board is necessary.*

Reasoning:

In recent months, the lower number of Supervisory Board members has proven its worth in the day-to-day work of the Supervisory Board, which is why the lower number of members on the Supervisory Board is to be retained as it is. The streamlining of the Supervisory Board is also in line with the principle of economic efficiency.

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9. Resolution on the authorisations of the Executive Board in connection with the acquisition and sale of treasury shares, in each case also excluding the (reverse) subscription right of shareholders and report of the Executive Board pursuant to § 65 para 3 AktG in connection with the acquisition of treasury shares.

The Executive Board and the Supervisory Board propose to the Annual General Meeting to adopt the following resolutions:

"1. Pursuant to § 65 para 1 subpara 8 and para 1a and para 1b of the Austrian Stock Corporation Act, the Executive Board shall be authorised, with the consent of the Supervisory Board, to acquire treasury shares of the Company for a period of 30 months from the date of the resolution. The Executive Board may exercise this authorisation within the statutory limits on the maximum permissible number of treasury shares on one or more occasions up to a total of 10% of the share capital, provided that the proportion of the share capital represented by the shares acquired by the Company on the basis of this authorisation or otherwise does not exceed 10% of the share capital at any time. The consideration to be paid for the repurchase may not be less than 30% below and not more than 10% above the average, unweighted stock exchange closing price of the ten trading days preceding the repurchase. The Executive Board is further authorised to determine the respective other repurchase conditions. Trading in own shares is excluded as a purpose of the acquisition.

The acquisition may, at the discretion of the Executive Board, be effected on the stock exchange or by means of a public offer or, with the consent of the Supervisory Board, in any other legally permissible and expedient manner, in particular also over the counter and/or by individual shareholders and under exclusion of the quota tender right (reverse subscription right). The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or more purposes by the Company, its affiliated companies (§ 189a Z 8 UGB) or for their account by third parties. The repeated exercise of this authorisation is also permissible.

2. The general repurchase right (subscription right) of the shareholders shall be excluded when using the treasury shares to back the convertible bonds issued on the basis of the authorisation of today ("direct exclusion").

The Executive Board is further authorised, with the consent of the Supervisory Board, to resell the acquired treasury shares via the stock exchange or a public offer without a further resolution of the General Meeting and to determine the terms and conditions of the sale.

Furthermore, the Executive Board is authorised, with the consent of the Supervisory Board, for a period of five years from the date of today's resolution, to choose a legally permissible method of sale other than via the stock exchange or a public offer for the sale of treasury shares in accordance with § 65 paragraph 1b of the Austrian Stock Corporation Act and to decide on any exclusion of the shareholders' repurchase right (subscription right) and to determine the conditions of sale. These authorisations include, in particular, the sale of own shares in a legally permissible manner other than via the stock exchange or a public offer for the following purposes:

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- i. *in order to be able to sell the shares for a consideration other than cash, provided that this serves the purpose of acquiring (also indirectly) companies, businesses, parts of businesses, shares in one or more companies as well as real estate and real estate portfolios in Austria and abroad;*
 - ii. *to transfer shares to employees, officers and members of the Executive Board of the Company or its subsidiaries (§ 189a Z 7 UGB) for remuneration purposes;*
 - iii. *to service conversion and subscription rights under convertible bonds; and*
 - iv. *to resell the treasury shares with partial or complete exclusion of the shareholders' repurchase rights (exclusion of subscription rights) in any legally permissible manner, including over-the-counter.*
4. *In addition, the Executive Board shall be authorised, with the consent of the Supervisory Board, to reduce the share capital of the Company pursuant to § 65 para 1 subpara 8 last sentence in conjunction with § 192 of the Austrian Stock Corporation Act (AktG) by redeeming the Company's treasury shares or treasury shares acquired on the basis of this authorisation without any further resolution of the General Meeting, whereby the Supervisory Board shall be authorised to resolve on amendments to the Articles of Association resulting from the redemption of shares.*
5. *The authorisations in question may be used once or several times, in whole or in part, individually or jointly, within the legal limits.*

The authorisations to acquire and sell treasury shares resolved by the Annual General Meeting of the Company on 6 May 2021 under agenda item 9 shall be revoked to the extent that they have not already expired due to the passage of time. The provisions of this resolution shall apply to the treasury shares held by the Company at the time of the resolution."

Justification:

For further justification and explanation of the proposed resolution on item 9. of the agenda, reference is also made to the report of the Executive Board published on the website of the Company (www.caimmo.com) in connection with the authorisation of the Executive Board to exclude the quota tender right of the shareholders (reverse subscription right) in the case of off-market acquisition of own shares as well as to exclude the quota purchase right of the shareholders (exclusion of subscription right) in the case of sale of own shares other than via the stock exchange or by means of a public offer (§ 65 para. 1b in connection with § 153 para. 4 AktG). This report will also be presented to the Annual General Meeting.

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10. Resolution on the cancellation of the existing Authorised Capital and the introduction of new Authorised Capital pursuant to § 169 of the Austrian Stock Corporation Act (AktG) of up to EUR 154,845,809.22 against contributions in cash and/or in kind with the possibility to exclude subscription rights and the corresponding amendment of the Articles of Association in item 4.

The Executive Board and the Supervisory Board propose to the Annual General Meeting to adopt the following resolutions:

Resolutions:

"1. the authorisation of the Board of Directors pursuant to section 169 of the German Stock Corporation Act (AktG) resolved at the Annual General Meeting of 09 May 2018 to increase the share capital by up to Euro 359,168,301.36 by issuing up to 49,404,168 ordinary bearer shares against cash and/or non-cash contributions with or without the exclusion of subscription rights is revoked to the extent not yet utilised and replaced by the following authorisation.

The Executive Board shall be authorised for a period of five years after registration of the corresponding amendment to the Articles of Association in the commercial register pursuant to § 169 of the Austrian Stock Corporation Act (AktG), with the consent of the Supervisory Board, to increase the share capital by up to EUR 154,845,809.22 by issuing up to 21,299.286 new ordinary bearer shares of the Company against cash and/or non-cash contributions, also in several tranches, and to determine the issue price, which may not be lower than the pro rata amount of the share capital, the conditions of issue and the further details of the implementation of the capital increase in agreement with the Supervisory Board and, if necessary, to offer the new shares to the shareholders for subscription by way of indirect subscription rights pursuant to § 153 para 6 of the Austrian Stock Corporation Act. The Executive Board shall be authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription right in whole or in part (i) if the capital increase is effected against cash contributions and the total proportion of the share capital of the Company attributable to the shares issued against cash contributions under exclusion of the subscription right exceeds the limit of 10% (ten percent, rounded to the second decimal place) of the share capital of the Company at the time the authorisation is granted, (ii) if the capital increase is made against contributions in kind, (iii) to service an over-allotment option (greenshoe), (iv) to service conversion and subscription rights under convertible bonds or (v) to settle fractional amounts.

The proportion of the share capital attributable to the shares issued against contributions in cash and/or in kind under exclusion of the subscription right may not exceed 20% (twenty per cent, rounded to the second decimal place) of the share capital of the Company at the time the authorisation is granted. If the Company issues convertible bonds during the term of this authorisation, which are to be serviced with shares of the Company under exclusion of the subscription right, the number of shares promised to the holders of convertible bonds in such manner shall be counted towards the limit of 20% (twenty per cent, rounded to the second decimal

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place). The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the issue of shares from the authorised capital.

(2) The Articles of Association shall be amended in § 4 (Share Capital and Shares) para 3 in such a way that it contains the following wording:

"The Executive Board is authorised for a period of five years after the registration of this amendment to the Articles of Association, pursuant to § 169 of the Austrian Stock Corporation Act, with the consent of the Supervisory Board, to increase the share capital by up to 154,845,809.22 by issuing up to 21,299,286 new ordinary bearer shares of the Company against contributions in cash and/or in kind, also in several tranches, and to determine the issue price, which may not be lower than the pro rata amount of the share capital, the terms and conditions of the issue and the further details of the implementation of the capital increase in agreement with the Supervisory Board and, if necessary, to offer the new shares to the shareholders for subscription by way of indirect subscription rights pursuant to § 153 para 6 of the Austrian Stock Corporation Act. The Executive Board shall be authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in whole or in part (i) if the capital increase is effected against cash contributions and the total proportion of the share capital of the Company attributable to the shares issued against cash contributions with the exclusion of subscription rights does not exceed the limit of 10% (ten percent) rounded to the second decimal place, rounded to the second decimal place) of the share capital of the Company at the time the authorisation is granted, (ii) if the capital increase is made against contribution in kind, (iii) to service an over-allotment option (greenshoe), (iv) to service conversion and subscription rights under convertible bonds or (v) to settle fractional amounts. The proportion of the share capital attributable to the shares issued under exclusion of subscription rights against contributions in cash and/or in kind may not exceed 20% (twenty per cent, rounded to the second decimal place) of the share capital of the Company at the time the authorisation is granted. If the Company issues convertible bonds during the term of this authorisation, which are to be serviced with shares of the Company under exclusion of the subscription right, the number of shares promised to the holders of convertible bonds in such manner shall be counted towards the limit of 20% (twenty per cent, rounded to the second decimal place). The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from the authorised capital."

Justification:

For further justification and explanation of the proposed resolution on item 10. of the agenda, reference is made to the report of the Executive Board published on the website of the Company (www.caimmo.com) pursuant to §§ 170 para 2 in connection with 153 para 4 AktG on the authorisation to exclude the subscription right in connection with the authorisation of the Executive Board to increase the capital pursuant to § 169 AktG against contributions in cash and/or in kind. This report will also be presented to the Annual General Meeting.

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11. Resolution on the conditional capital increase pursuant to § 159 paragraph 2 line 1 of the Austrian Stock Corporation Act by up to EUR 154,845,809.22 and the corresponding amendment of the Articles of Association in item 4.

The Executive Board and the Supervisory Board propose to the Annual General Meeting to adopt the following resolutions:

Resolutions:

"The share capital shall be conditionally increased pursuant to § 159 para. 2 subpara. 1 of the Austrian Stock Corporation Act by up to EUR 154,845,809.22 by issuing up to 21,299,286 21,299,286 new no-par value bearer shares. The conditional capital increase shall only be implemented to the extent that conversion and/or subscription rights of holders of convertible bonds issued on the basis of the resolution of the Annual General Meeting of 04.05.2023 are serviced. The issue amount and the exchange and/or subscription ratio shall be determined taking into account calculation methods customary in the market as well as the price of the shares of the Company (basis of calculation of the issue amount); the issue amount may not be lower than the pro rata amount of the share capital. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase (in particular the issue amount, the content of the share rights, the time of dividend entitlement). The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the issue of shares from the conditional capital.

(2) *The Articles of Association shall be amended in § 4 (Share Capital and Shares) para 5 in such a way that this shall contain the following wording as a new para 4 (previously left blank):*

"The share capital shall be conditionally increased pursuant to § 159 para 2 subpara 1 of the Austrian Stock Corporation Act by up to EUR 154,845,809.22 by issuing up to 21,299,286 new no-par value bearer shares (Conditional Capital 2023). The conditional capital increase will only be carried out to the extent that conversion and/or subscription rights of holders of convertible bonds issued on the basis of the resolution of the Annual General Meeting of 04 May 2023 are serviced. The issue amount and the conversion and/or subscription ratio shall be determined taking into account calculation methods customary in the market as well as the price of the shares of the Company (basis of calculation of the issue amount); the issue amount may not be lower than the pro rata amount of the share capital. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase (in particular the issue amount, the content of the share rights, the time of dividend entitlement). The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from the conditional capital."

Justification:

For further justification and explanation of the proposed resolution on item 11. of the agenda, reference is also made to the report of the Executive Board published on the website of the Company

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(www.caimmo.com) on the authorisation to exclude subscription rights in connection with the authorisation of the Executive Board to issue convertible bonds (§ 174 para 4 in connection with § 153 para 4 AktG). This report will also be presented to the Annual General Meeting.

12. Resolution on the authorisation of the Executive Board pursuant to § 174 (2) AktG to issue convertible bonds with exclusion of subscription rights.

The Executive Board and the Supervisory Board propose to the Annual General Meeting to adopt the following resolutions:

- 1. The authorisation granted to the Executive Board at the Annual General Meeting of 9 May 2018 to issue convertible bonds is cancelled to the extent not utilised and the Executive Board is simultaneously authorised, within five years from the date of the resolution, with the consent of the Supervisory Board, to issue convertible bonds up to a total nominal amount of Euro 653.621,839.12 with which conversion and/or subscription rights to up to 21,299,286 bearer shares of the Company with a proportionate amount of the share capital of up to Euro 154,845,809.22 are attached, also in several tranches, and to determine all further conditions for the issue and the conversion procedure of the convertible bonds. The convertible bonds may be issued against cash contributions and also against contributions in kind. The subscription right of the shareholders is excluded (direct exclusion). The authorisation to issue convertible bonds may also be used repeatedly. In this context, the sum of (i) the shares already delivered to holders of convertible bonds in accordance with this authorisation and (ii) the shares for which conversion and/or subscription rights from convertible bonds already issued and to be issued within the framework of the re-utilisation can be exercised, may not exceed the maximum number determined in this resolution. The same shall apply mutatis mutandis to the total nominal amount of the convertible bonds determined in this authorisation. The conversion and/or subscription rights may be serviced by conditional capital, by authorised capital, from treasury shares or by way of delivery by third parties, or a combination thereof.*
- 2. Convertible bonds may only be issued under this authorisation if the sum of the new shares to which conversion and/or subscription rights are granted with such convertible bonds does not account for more than 20% (twenty percent, rounded to the second decimal place) of the share capital of the Company at the time this authorisation is granted. New shares issued from authorised capital during the term of this authorisation under exclusion of shareholders' subscription rights shall also be counted towards this limit; furthermore, the total of those new shares to which conversion and/or subscription rights are granted with convertible bonds that are issued under the use of another authorisation during the term of this authorisation under exclusion of subscription rights.*
- 3. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the issue and features as well as the terms and conditions of the convertible bonds, in particular interest rate, issue price, maturity and denomination, dilution protection provisions, conversion period and/or date, conversion rights and/or obligations, conversion ratio as well as conversion*

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price and conversion and/or subscription conditions, in accordance with the provisions of the German Stock Corporation Act. In particular, the following conditions (or a combination thereof) may be provided for:

- i. an additional payment to be made in cash and the merger or a cash settlement for non-convertible peaks;*
 - ii. a fixed or a variable conversion ratio or a determination of the conversion price within a predetermined range depending on the development of the price of the shares of the Company during the term of the convertible bond;*
 - iii. the right of the Company not to grant shares in the event of conversion (exercise of conversion and/or subscription rights), but to pay an appropriate cash settlement based on the price of the Company's shares;*
 - iv. the right of the Company to terminate the convertible bonds prematurely and to repay the convertible bond creditors the issue price of the convertible bonds;*
 - v. the right of the convertible bondholders to call the convertible bonds early and to recover the issue price of the convertible bonds; or*
 - vi. a conversion obligation (conversion and/or subscription obligation) at the end of the term (or at another point in time) or the right of the Company, upon maturity of the convertible bonds, to grant the convertible bond creditors full or to grant shares in the Company in part in lieu of payment of a monetary amount.*
- 4. The convertible bonds may also be issued by a company wholly owned directly or indirectly by CA Immobilien Anlagen AG; in this case, the Management Board is authorised, with the consent of the Supervisory Board, to assume a guarantee for the convertible bonds on behalf of the Company and to grant shares in the Company in the event of conversion (exercise of conversion and/or subscription rights).*
- 5. The price of the convertible bonds shall be determined in a pricing procedure customary in the market, taking into account customary calculation methods. The price (issue price) of a convertible bond shall be determined in particular from the price (issue price) of a fixed-interest bond and the price for the conversion right, taking into account the other features. The issue price of a bond shall be determined on the basis of calculation methods customary in the market in accordance with the maturity of the bond, the interest rate of the bond, the current market interest rate and taking into account the credit quality of the Company. The value of the conversion and/or subscription right shall be calculated using the methods of option price calculation, in particular taking into account the maturity/exercise period, the development of the share price (volatility) or other key financial figures and the ratio of the conversion and/or subscription price to the price of the shares of the Company. Further features, such as early termination rights, a conversion obligation, a fixed or variable conversion ratio shall be taken into account.*
- 6. The issue amount of the shares to be issued upon conversion (exercise of the conversion and/or subscription right) and the subscription and/or conversion ratio shall be determined taking into account calculation methods customary in the market as well as the price of the shares of the*

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Company (basis of calculation of the issue amount); the issue amount may not be lower than the pro rata amount of the share capital.

Reasoning:

For further justification and explanation of the proposed resolution on item 12. of the agenda, reference is also made to the report of the Management Board published on the Company's website (www.caimmo.com) on the authorization to exclude subscription rights in connection with the authorization of the Management Board to issue convertible bonds (Section 174 (4) in conjunction with Section 153 (4) AktG). This report will also be presented to the Annual General Meeting.

13. Resolution on the amendment of the Articles of Association in Article 17 for holding virtual shareholders' meetings.

Resolutions:

The Management Board and the Supervisory Board propose to the Shareholders Meeting to amend § 17 of the Articles of Association of the Company by adding the following paragraphs 6 to 8:

1. Section 17 of the Articles of Association is amended by inserting the following provisions as paras. 6 to 8:

“(6) The Management Board may further decide, with the consent of the Supervisory Board, to hold the General Meeting either (i) as a General Meeting without physical attendance of the participants (virtual General Meeting) or (ii) as a General Meeting at which the individual participants may choose between physical and virtual attendance (hybrid General Meeting). If such a General Shareholders Meeting is convened by the Supervisory Board, the latter shall decide on the aforementioned modalities of the General Shareholders Meeting. The organizational and technical specifications for a virtual or hybrid Shareholders Meeting are to be made in each case by the body convening the meeting, unless there are statutory provisions to the contrary. The organizational and technical requirements for participation in the virtual General Shareholders Meeting shall be made available to the shareholders on the Company's website together with the notice convening the General Shareholders Meeting or no later than the 21st day before the General Shareholders Meeting.

(7) The virtual shareholders' meeting shall be transmitted visually and acoustically in real time for the participants. The virtual shareholders' meeting may also be broadcast to the public. During the virtual General Shareholders Meeting, the shareholders shall have the opportunity, in accordance with the statutory provisions, to speak by means of electronic communication such as e-mail. If a shareholder is given the floor by the Chair, the Chair shall also grant him or her the opportunity to speak by way of video communication. The chairperson shall decide on the order of speeches and also on the time up to which speeches may be made or up to which questions may be asked.

(8) In the case of a virtual shareholders' meeting, the Company shall provide the shareholders, at its own expense, with at least one suitable special proxy who is independent of the Company and who can be authorized by the shareholders to propose resolutions, to cast votes and, if necessary, to raise an

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objection in the virtual shareholders' meeting. In addition, the Company shall provide shareholders with an electronic means of communication, e.g. by e-mail, in accordance with the applicable legal provisions, by which they can submit questions and motions for resolutions to the Company no later than on the third working day prior to the General Shareholders Meeting. The questions and motions for resolutions submitted in this way shall be read out at the General Shareholders Meeting or brought to the attention of the shareholders in another suitable manner, e.g. on the Company's website. Likewise, in accordance with the statutory provisions, the Company shall also provide for shareholders to exercise their voting rights by way of electronic communication and, if necessary, to raise objections in this way. The Company may, subject to technical possibilities, set up a special e-mail address on the day of the Annual General Meeting or make other technical arrangements (e.g. voting software, internet portal) which may be used by shareholders to exercise their voting rights or raise objections."

2. *The Management Board is authorized until 31 December 2023 to file this amendment to the Articles of Association with the commercial register if a corresponding Federal Act on the Conduct of Virtual General Meetings (presumably entitled Virtuelle Gesellschafterversammlungen-Gesetz - VirtGesG) has been promulgated by this date.*

Reasoning:

Following international models, the legislator also intends to bring about an amendment to stock corporation law in Austria that will enable virtual shareholders' meetings to be held independently of COVID-19. Numerous listed companies have already anticipated the expected change in the legal situation by making corresponding conditional amendments to their articles of association. Following this example, such a regulation is also to be created at CA Immobilien Anlagen AG.

14. Voting recommendation on ad hoc shareholder proposals

The Management Board and Supervisory Board propose that the shareholders instruct their proxies to exercise their voting rights with regard to item "other items for resolution" of the Proxy Authorization form as follows:

"Shareholders vote against all shareholder proposals that are only made available on the Company's website after the record date of the Annual General Meeting (April 24, 2023, 24:00 hours, Vienna time) or that are only made or amended in the course of the Annual General Meeting."

Reasoning:

This voting recommendation is intended to ensure proper and informed decision-making for shareholders at the Annual General Meeting. Especially in the case of virtual shareholders' meetings, it is important for shareholders to have sufficient time before the shareholders' meeting to give instructions to their proxies as to how to vote on the proposed resolutions and exercise their shareholder rights. In the case of shareholder motions submitted immediately before the Annual General Meeting or motions that are even submitted on an ad hoc basis during the Annual General Meeting, voting instructions often received too late. This means that only a very small group of shareholders can issue voting instructions in due time. This favors the formation of random majorities. By issuing a voting instruction as

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recommended above by the Management Board and Supervisory Board, shareholders can ensure that majorities at the Annual General Meeting are not improperly influenced by unannounced resolution proposals or ad hoc motions.

Vienna, April 2023

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