Convocation

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



CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT Vienna FN 75895k ISIN AT0000641352 (Bearer Shares) ISIN AT0000641345 (Registered Shares)

Convocation of the 36th Annual General Meeting
(virtual General Meeting)
on Thursday, 4 May 2023, at 11:00am (Vienna time)
in the premises of the Company, Mechelgasse 1, 1030 Vienna

I. HOLDING A VIRTUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF THE SHAREHOLDERS

1. Corporate Covid-19-Act (COVID-19-Act) and Corporate COVID-19-Regulation (COVID-19-Regulation)

The Annual General Meeting of CA Immobilien Anlagen Aktiengesellschaft on 4 May 2023 will be held as a "virtual general meeting" on the basis of section 1 para 2 Corporate COVID-19-Act, Federal Law Gazette I No. 16/2020 as amended by Federal Law Gazette I No. 224/2022 and Corporate COVID-19-Regulation (Federal Law Gazette II No. 140/2020 as amended by Federal Law Gazette II No. 505/2022), taking into account the interests of both the company and the participants.

According to the decision of the Management Board, this means that for reasons of health protection, shareholders and their representatives (with the exception of the special proxies pursuant to section 3 para 4 COVID-19-Regulation) cannot be physically present at the General Meeting of CA Immobilien Anlagen Aktiengesellschaft on 4 May 2023.

The General Meeting shall take place in the physical presence of the Chairman of the Supervisory Board, the members of the Management Board, the official notary public and the four special proxies proposed by the Company at the premises of the Company, Mechelgasse 1, 1030 Vienna.

The exercise of voting rights, the right to submit motions and the right to raise objections shall be made exclusively by granting power of attorney and instructions to one of the special proxies proposed by the Company in accordance with section 3 para 4 COVID-19-Regulation.

The right to information can also be exercised at the virtual Annual General Meeting by the shareholders themselves by means of electronic communication, namely by sending questions in text form by e-mail to the address **fragen.caimmo@hauptversammlung.at**.

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2. Transmission of the Annual General Meeting on the Internet

In accordance with section 3 para 1 Corporate COVID-19-Regulation, the Annual General Meeting is broadcast in full in video and audio in real time on the Internet. Based on section 3 para 1, 2 and 4 Corporate COVID-19-Regulation, this is permissible under data protection law.

All shareholders of the Company can follow the Annual General Meeting on **4 May 2023** from 11:00am (Vienna time) on the Internet at **www.caimmo.com** as a virtual Annual General Meeting using appropriate technical aids.

By broadcasting the Annual General Meeting on the Internet, all shareholders have the opportunity to follow the course of the Annual General Meeting in real time via this acoustic and optical connection and thus particularly the presentation by the Management Board, the answers to shareholders' questions and the voting procedure.

Special attention is drawn to the fact that this live transmission as a virtual general meeting does not enable remote participation (section 102 para 3 no. 2 of the Austrian Stock Corporation Act (AktG)) and remote voting (section 102 para 3 no. 3 of the Austrian Stock Corporation Act (AktG) and section 126 of the Austrian Stock Corporation Act (AktG)) and that the transmission on the Internet is not a two-way connection. The individual shareholder can therefore only follow the course of the meeting by means of this transmission. The submission of motions, the participation in the voting and raising of objections shall be performed exclusively by one of the special proxies proposed by the Company.

It is also pointed out that the Company is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere of influence (section 2 para 6 Corporate COVID-19-Regulation).

As a shareholder of the Company, you will need a functional end-device, such as a computer, laptop, tablet or smartphone, and an Internet connection with sufficient broadband for streaming videos to participate in the virtual Annual General Meeting. The link to the transmission of the Annual General Meeting can be found on the website registered in the Company Register at https://www.caimmo.com/en/investor-relations/ordinary-general-meeting/.

In addition, reference is made to the organizational and technical requirements for participation in the Virtual General Meeting pursuant to section 2 para 4 Corporate COVID-19-Regulation contained in this convening notice.

We would ask shareholders to pay particular attention to the following sections in this convening notice of the Annual General Meeting, namely section V. on the appointment of a special proxy, section VI. subsection 3 on the exercise of shareholders' right to information and section VI. subsection 4 on submitting motions, issuing voting instructions and raising objections from shareholders.

II. AGENDA

- Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements
 as of 31 December 2022 together with the Management Reports, the Corporate Governance
 Report, the proposal of appropriation of profit and the Supervisory Board report for the 2022
 financial year.
- 2. Resolution appropriating the net profit recognized in the Annual Financial Statements for the 2022 financial year.
- 3. Resolution discharging the members of the Management Board for the 2022 financial year.
- 4. Resolution discharging the members of the Supervisory Board for the 2022 financial year.
- 5. Resolution on the remuneration of the Supervisory Board for the 2022 financial year.
- 6. Appointment of the auditor and Group auditor for the 2023 financial year.
- 7. Resolution on the remuneration report for the 2022 financial year.
- 8. Resolution on the reduction of the Supervisory Board within the statutory limits from currently five to four shareholder representatives.
- 9. Resolution on the revocation and new authorization of the Management Board with regard to the acquisition and sale of treasury shares, in each case also excluding the (reverse) subscription rights of shareholders, and report of the Management Board pursuant to Section 65 (3) AktG with regard to the acquisition of treasury shares.
- 10. Resolution on the cancellation of the existing Authorized Capital and the introduction of new Authorized Capital pursuant to Section 169 AktG by up to EUR 154,845,809.22 against contributions in cash and/or in kind with the option to exclude subscription rights and the corresponding amendment of the Articles of Association in article 4.
- 11. Resolution on the conditional capital increase pursuant to Section 159 (2) no. 1 of the AktG by up to EUR 154,845,809.22 and the corresponding amendment of the Articles of Association in article 4
- 12. Resolution on the authorization of the Board of Management pursuant to Section 174 (2) AktG to issue convertible bonds with exclusion of subscription rights.
- 13. Resolution on the amendment of the Articles of Association in article 17 for holding virtual shareholders' meetings.

III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents will be made available on the Company's website at http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/ by 13 April 2023 at the latest:

- the documents listed in agenda item 1
- the motions for resolutions of the Management Board and the Supervisory Board concerning agenda items 2 to 13
- the transparency information according to section 270 para 1a UGB (Austrian Commercial Code) concerning agenda item 6
- the remuneration report concerning agenda item 7
- Report of the Management Board on the justification of the exclusion of subscription rights under agenda item 9 (Authorization of the Management Board with regard to the purchase and sale of treasury shares)

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- Report of the Management Board on the justification of the exclusion of subscription rights under agenda item 10 (Authorization of the Management Board to increase the share capital in accordance with section 169 AktG)
- Report of the Management Board on the justification of the exclusion of subscription rights under agenda item 12 (Authorization of the Management Board to issue convertible bonds)
- a comparison with the intended amendments to the Articles of Association concerning agenda item 10, 13 and 13.
- the full text of this announcement and this invitation
- the forms for granting and revoking proxy pursuant to section 114 Austrian Stock Corporation Act (AktG) together with an instruction form for the special proxies nominated by the Company (Dr. Michael Knap, Mag. Gernot Wilfling, Dr. Sascha Schulz, Dr. Christoph Nauer)
- the form for questions

IV. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the virtual Annual General Meeting and to exercise the voting right and other shareholder rights assertable at this virtual Annual General Meeting in accordance with the Corporate Covid-19 Act and the Corporate COVID-19-Regulation is determined pursuant to section 111 Austrian Stock Corporation Act (AktG) by the share ownership at the **end of 24 April 2023, 24:00 hours Vienna time (record date)**. Only those who are shareholders on this record date and provide proof of this to the Company are entitled to participate in this virtual General Meeting in accordance with the Corporate COVID-19-Act and Corporate COVID-19-Regulation.

For bearer shares, evidence of share ownership on the record date must be issued by way of a deposit confirmation according to section 10a Austrian Stock Corporation Act (AktG). Pursuant to section 111 para 2 Austrian Stock Corporation Act (AktG), such confirmation must be received by the Company no later than 28 April 2023 as a document signed by officers representing the issuing credit institution, exclusively at one of the following addresses:

via mail or courier service at the address:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242

St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50

by e-mail: anmeldung.caimmo@hauptversammlung.at (simple e-mail; deposit confirmation as

PDF, JPG, TXT or TIF)

by SWIFT: GIBAATWGGMS

Message Type MT598 or MT599; please indicate ISIN AT0000641352 in the

wording.

The appointment of a special proxy and the exercise of the right to information by shareholders cannot be validly effected without a deposit receipt being received by the Company in due time.

Deposit confirmation according to section 10a Austrian Stock Corporation Act (AktG)

The deposit confirmation must be issued by the custodian financial institution having its seat in a member state of the European Economic Area or in a full member state of the OECD, and shall contain

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the following information:

- Information on the issuer: name/company name and address or a code conventionally used in transactions between financial institutions (SWIFT code),
- information on the shareholder: name/company name, address, date of birth in case of a natural person, name of register and registration number in case of a legal entity,
- information on the shares: number of shares held by the shareholder and (in case of several share categories) the name of the share category or the internationally accepted security identification number,
- custody account number or other identifier of the securities account,
- the deposit confirmation must refer to 24 April 2023, 24 hours Vienna time.

The deposit confirmation must be received in either German or English. The deposit confirmation must not be older than seven days at the time of the submission.

Registered Shares

As regards registered shares, only shareholders whose registration in text form is received by the Company exclusively at one of the following addresses on 28 April 2023, 24 hours Vienna time at the latest, shall be entitled to participate in the Annual General Meeting:

via mail or courier service at the address:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242

St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50

by e-mail: anmeldung.caimmo@hauptversammlung.at (as a scanned attachment: TIF, PDF, etc.)

by SWIFT: GIBAATWGGMS

Message Type MT598 or MT599; please indicate ISIN AT0000641345 in the

wording.

Registrations must be received in German or English.

In the case of registered shares, the entry in the share ledger on the record date is decisive; no separate evidence needs to be provided by the shareholder.

Registration to the Annual General Meeting or submission of deposit confirmation does not block shareholders from their right to freely dispose of their shares. Shareholders are requested to contact their custodian bank in good time to arrange for the issue and transmission of a deposit confirmation.

V. APPOINTMENT OF A SPECIAL PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the virtual General Meeting in accordance with the Corporate COVID-19-Act and the Corporate COVID-19-Regulation has the right to appoint a special proxy.

Pursuant to section 3 para 4 Corporate COVID-19-Regulation the submission of a motion for resolution, the casting of votes and the raising of an objection in this virtual General Meeting of CA

Disclaimer

This is a working translation from the German language version and for convenience purposes only. In the event of conflict with the German language version, the German language version shall prevail.

Immobilien Anlagen Aktiengesellschaft on 4 May 2023 can only be conducted by a special proxy.

The following qualified persons who are independent of the Company are proposed as special proxies:

i. Dr. Michael Knap, c/o Interessensverband für Anleger, IVA, 1130 Vienna, Feldmühlgasse 22 T: +43 (01) 8763343 30

e-mail: knap.caimmo@hauptversammlung.at

ii. Mag. Gernot Wilfling, c/o Müller Partner Rechtsanwälte GmbH, 1010 Vienna, Rockhgasse 6 T: +43 1 535 8008 27

e-mail: wilfling.caimmo@hauptversammlung.at

iii. Dr. Sascha Schulz, c/o Schönherr Rechtsanwälte GmbH, 1010 Vienna, Schottenring 19
 T: +43 1 534 37 50770

e-mail: schulz.caimmo@hauptversammlung.at

iv. Dr. Christoph Nauer LL.M, c/o bpv Hügel Rechtsanwälte GmbH, 2340 Mödling, Enzersdorferstraße 4

T: +43 2236 893377

e-mail: nauer.caimmo@hauptversammlung.at

Each shareholder may choose one of the four above-mentioned persons as his or her special proxy and grant this person power of attorney.

The granting of a power of attorney to another person is not permissible within the meaning of the Corporate COVID-19-Regulation and is therefore invalid.

In order to facilitate the preparation, organization and conduct of this virtual Annual General Meeting, we request to refrain from issuing instructions to the special proxy authorized by the shareholder to ask questions and read out speeches. Instead, shareholders may exercise their right to information themselves by means of electronic communication, namely by submitting questions in text form by e-mail exclusively to the address **fragen.caimmo@hauptversammlung.at** (see also section VI.).

It is recommended to contact the special proxy authorized by the shareholder in due time if the special proxy authorized by the shareholder is instructed to propose motions for resolutions and to raise an objection in the virtual general meeting on one or more items on the agenda.

When granting a power of attorney, you are expressly requested to complete the power of attorney form in full with regard to the "Information on the shareholder(s)" and, in particular, to provide the e-mail address and a password in order to enable or facilitate in a suitable manner the verification of the identity of the shareholder concerned by the special proxy when communicating at a later date, in particular during the General Meeting by e-mail. Furthermore, it is hereby requested that any further communication with the special proxy be conducted exclusively via the e-mail address that is also specified in the proxy form.

A proxy form is available on the Company's website at https://www.caimmo.com/en/investor-relations/ordinary-general-meeting/. Please read this proxy form carefully and also refer to the organizational and technical requirements for participation in the Virtual General Meeting pursuant to section 2 para 4 Corporate COVID-19-Regulation contained in this convening notice.

For the purpose of good preparation for the Annual General Meeting and therefore, also in your interest, the **proxies** should be received by the corresponding e-mail address of your special proxy listed below **by 28 April 2023 at the latest**:

i. e-mail: <u>knap.caimmo@hauptversammlung.at</u>
ii. e-mail: <u>wilfling.caimmo@hauptversammlung.at</u>
iii. e-mail: <u>schulz.caimmo@hauptversammlung.at</u>
iv. e-mail: nauer.caimmo@hauptversammlung.at

As a result of this type of transmission, only the special proxy selected and authorized by you, and not one of the other special proxies, has direct access to the power of attorney.

However, personal handover of the power of attorney to the special proxy at the place of assembly is expressly excluded for the purpose of maintaining the special measures based on COVID-19.

In addition, the following communication channels and addresses are available for transmitting powers of attorney:

via mail or courier service at the address:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242

St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50 by SWIFT: GIBAATWGGMS

Message Type MT598 or MT599; please indicate for bearer shares ISIN AT0000641352 or for registered shares ISIN AT0000641345 in the wording.

In the interest of efficient processing, we ask you to use the forms provided at all times.

Details regarding the authorization, in particular the text form and the content of the authorization can be found in the authorization form provided to the shareholders. If an intermediary authorized person is involved, please note that the authorization of the registered shareholder to intervene must be proven by an effective chain of authority (sub-proxy). However, representation at the Annual General Meeting is only effective if one of the four special proxies is authorized.

The preceding provisions concerning the granting of proxy apply mutatis mutandis to the revoking of such proxy.

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VI. GUIDANCE CONCERNING SHAREHOLDERS' RIGHTS ACCORDING TO SECTIONS 109, 110 AND 118 AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Addition of items to the agenda

Shareholders whose interests individually or collectively total at least 5% of the share capital and who have held the relevant shares for at least three months prior to their request, may request in writing that items are added to the agenda of this Annual General Meeting and are announced. "In writing" means personal signature or corporate signature by every applicant. Each additional agenda item submitted must be accompanied by a motion for a resolution and reasoning. Pursuant to section 109 Austrian Stock Corporation Act (AktG) such a request is only considered if received by the Company in writing by no later than 13 April 2023 addressed exclusively to CA Immobilien Anlagen Aktiengesellschaft, 1030 Vienna, Mechelgasse 1, Corporate Office Department, Christoph Thurnberger. For bearer shares, shareholding may be evidenced by a deposit confirmation according to section 10a Austrian Stock Corporation Act (AktG), confirming that the proposing shareholder has continuously held the shares for at least three months before submitting the request; such receipt not being older than seven days when presented to the Company. Several deposit confirmations concerning shares, which only together constitute a shareholding of 5%, must refer to the same point in time (day, hour). In the case of registered shares, the entry in the share ledger is decisive; no separate evidence is required to be provided by the shareholder.

2. Shareholders' motions for resolutions

Shareholders whose interests individually or collectively total at least 1% of the share capital may submit motions for resolutions concerning any item of the agenda in text form (pursuant to section 13 para 2 Austrian Stock Corporation Act (AktG)), and can request that such motions, together with the names of the relevant shareholders, the reasoning that are to be attached and any comments of the Management Board or Supervisory Board, be published on the Company's website. The motion, but not its reason, must be written in German. Pursuant to section 110 Austrian Stock Corporation Act (AktG), such a request is only considered if received by the Company in text form **on 25 April 2023 at the latest**

via mail, courier service or personally delivered at its business address:

CA Immobilien Anlagen Aktiengesellschaft, Corporate Office Department, Christoph

Thurnberger, Mechelgasse 1, 1030 Vienna

by fax: +43 (0)1 8900 500 50

by e-mail: anmeldung.caimmo@hauptversammlung.at, whereas the request is to be attached to

the e-mail in text form, as a PDF file for example.

If the proposal concerns the election of a member of the Supervisory Board, the reasoning is replaced by the declaration of the nominee according to section 87 para 2 Austrian Stock Corporation Act (AktG). For bearer shares, shareholding may be evidenced by a deposit confirmation according to section 10a Austrian Stock Corporation Act (AktG), such receipt not being older than seven days when presented to the Company. Several deposit confirmations concerning shares, which only together constitute a shareholding of 1%, must refer to the same point in time (day, hour). In the case of

registered shares, the entry in the share ledger is decisive; no separate evidence is required to be provided by the shareholder.

3. Right to information during the Annual General Meeting

In the Annual General Meeting, each shareholder is entitled to request information concerning the affairs of the Company, the Group and the companies included in the consolidated financial statements to the extent necessary to properly evaluate an agenda item. Information may be denied to the extent that, according to sound business judgement, it may significantly prejudice the Company or an affiliated enterprise, or if disclosure would constitute a criminal offence.

It is expressly pointed out that the right to information pursuant to section 118 Austrian Stock Corporation Act (AktG) can be exercised by the shareholders themselves during this virtual Annual General Meeting by means of electronic mail by submitting an e-mail to the address **fragen.caimmo@hauptversammlung.at**. Please send the e-mail from the same e-mail address that you indicated on the proxy form.

Please use the question form, which is available on the company's website at https://www.caimmo.com/en/investor-relations/ordinary-general-meeting/. If this question form is not used, the person of the declarant (name/company, date of birth/company register number of the shareholder) must be named in this simple e-mail. In addition, the password specified in the proxy form should also be provided in order to enable the Company, in case of doubt, to establish the identity of and consistency with the deposit confirmation. Questions received by the Company will be read out and answered at the General Meeting in accordance with section 118 of the Austrian Stock Corporation Act (AktG).

The Chairman of the general meeting will structure the course of the general meeting in terms of time, as in the case of an attendance general meeting, and in particular announce a specific time by which questions can be asked.

Regardless of this, for organizational reasons, shareholders are requested to send all questions in text form by e-mail to the address fragen.caimmo@hauptversammlung.at in good time so that they arrive at the Company by 28 April 2023 at the latest. This allows the Management Board to prepare as accurately as possible and to answer your questions at the Annual General Meeting as quickly as possible. Within the framework of the above-mentioned communication channels and participation opportunities, the Management Board aims to ensure that the shareholders are given the highest possible quality of decision-making.

A prerequisite for the exercise of the shareholders' right to information is the proof of the right to participate according to section 0. of this convening notice and the granting of a corresponding power of attorney to the special proxy according to section V. of this convening notice.

4. Shareholders' right to vote, submit motions and raise objections at the Annual General Meeting

Every shareholder – irrespective of a specific shareholding – is entitled to submit motions, issue voting instructions or make objections to the minutes for each agenda item in the virtual general meeting in accordance with the Corporate COVID-19-Act and Corporate COVID-19-Regulation through his special proxy.

Shareholders may issue voting instructions and exercise their right to submit motions and raise objections together with the power of attorney or at a later date. Shareholders have the opportunity to amend their instructions, in particular with regard to the submission of new motions, the casting of votes or changes to their instructions regarding the casting of votes on one or more items on the agenda, but also raising of objections to one or more items on the agenda to the relevant special proxy, even during the Annual General Meeting up to a certain point in time. For this purpose, please use a simple e-mail to the e-mail address of your special proxy to which you have also sent the power of attorney.

Please send the e-mail from the same e-mail address that you have also indicated on the proxy form. The special proxy must be able to identify you from the e-mail and establish identity and conformity with the power of attorney. This simple e-mail must name the person making the declaration (name/company, date of birth/company register number of the shareholder) and also make it clear that the declaration has been completed by using the password that you also provided on the proxy form or by replicating the signature of the name or otherwise (section 13 para. 2 Austrian Stock Corporation Act (AktG)).

Please note that during the Annual General Meeting, only electronic communication with your special proxy is expected to be possible and that, in particular, it will not be possible to reach the special proxy by telephone.

The time up to which instructions regarding the submission of motions, voting and objections are possible will also be determined by the Chairman in the course of the General Meeting.

Please note that it may be necessary to briefly interrupt the virtual Annual General Meeting in order to properly process the shareholders' instructions to the proxies received during the Annual General Meeting.

If there is no voting instruction for a resolution proposal, the special proxy will abstain from voting. The special proxy will also abstain from voting on motions for resolutions on which an unclear voting instruction has been issued (e.g. simultaneously FOR and AGAINST the same motion for resolution).

VII. FURTHER INFORMATION AND NOTES

1. Total number of shares and votes

At the date of convening the Annual General Meeting, the Company's share capital totals 774,229,017.02 euros and is divided into 106,496,426 no-par shares, consisting of 106,496,422 bearer shares and four registered shares whereby each share grants one vote. At the time of convening the Annual General Meeting, the Company holds 7,767,619 treasury shares, for which voting rights are dormant (section 65 para 5 Austrian Stock Corporation Act (AktG)). Thus, the total number of votes is 98,728,807.

2. No physical attendance

We would like to expressly point out once again that neither shareholders nor guests are admitted in person at the venue of the upcoming Annual General Meeting.

VIII. INFORMATION ON DATA PROTECTION

CA Immobilien Anlagen Aktiengesellschaft processes the personal data of its shareholders (including, but not limited to, those pursuant to sec. 10a para 2 of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, securities deposit number, number of shares held by the shareholder, class of shares where applicable, voting card number and, where applicable, name and date of birth of the proxy or proxies) on the basis of the applicable data privacy provisions, including, without being limited to, the EU General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, to enable the shareholders to exercise their rights at the Annual General Meeting. Information on the processing of personal data of participants of the Annual General Meeting is available at https://www.caimmo.com/en/data-protection-declaration/ or https://www.caimmo.com/en/investor-relations/ordinary-general-meeting/.

Vienna, April 2023

The Management Board