

Comparison of the statutes

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



CONFRONTATION OF THE ARTICLES OF ASSOCIATION

BISHER

§ 4

- (3) The Executive Board is authorised for a period of five years after registration of this amendment to the Articles of Association, in accordance with § 169 of the Austrian Stock Corporation Act, with the consent of the Supervisory Board, to increase the share capital by up to EUR 359,168,301.36 by issuing up to 49,404.168 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 under exclusion of subscription rights does not exceed the limit of 10% (ten per cent) 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) or (iv) to settle fractional amounts. The sum of the shares issued under this authorisation with exclusion of the shareholders' subscription rights against contributions in cash and/or in kind may not account for more than 20% (twenty percent) of the share capital of the Company at the time the authorisation is granted. The number of shares to which

NEW

§ 4

- (3) The Executive Board is authorised for a period of five years after registration of this amendment to the Articles of Association, 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 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 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 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)

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conversion and/or subscription rights are granted with a convertible bond issued during the term of this authorisation under exclusion of subscription rights shall be counted towards this limit. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the issue of shares from the authorised capital.

(4) (not applicable)

(5) The share capital shall be conditionally increased pursuant to § 159 para 2 subpara 1 of the Austrian Stock Corporation Act by up to EUR 143,667,319.09 by issuing up to 19,761,667 new no-par value bearer shares (Conditional Capital 2018). 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 Annual General Meeting resolution of 9 May 2018 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 resolve on amendments to the Articles of Association resulting from the issue of shares from the conditional capital.

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."

(4) 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 resolve on amendments to the Articles of Association resulting from the issue of shares from the conditional capital.

(5) (not applicable)

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§ 17

- (6) (not available)
- (7) (not available).
- (8) (not available)

§ 17

- (6) The Executive 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 decide between physical and virtual attendance (hybrid general meeting). If such a general meeting is convened by the supervisory board, the supervisory board shall decide on the aforementioned modalities of the general meeting. The organisational and technical provisions for a virtual or hybrid general meeting shall be made by the convening body, unless otherwise provided by law. The organisational and technical requirements for participation in the virtual general meeting shall be made available to the shareholders on the website of the Company together with the convening of the general meeting or at the latest as of the 21st day prior to the general meeting.
- (7) The virtual general meeting is transmitted visually and acoustically in real time for the participants. The virtual general meeting may also be broadcast publicly. The shareholders shall have the opportunity to speak during the virtual general meeting by means of electronic communication, such as by e-mail, in accordance with the legal provisions. If a shareholder is given the floor by the chairperson, he or she shall also be granted an opportunity to speak by way of video communication by the chairperson. The chairperson shall decide on the order of speaking contributions and also on the time up to which speaking contributions may be made or up to which questions may be asked.
- (8) In the case of a virtual general 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 authorised by the shareholders to propose resolutions, to cast votes and, if necessary, to raise an objection in the virtual general meeting. In addition, the Company shall provide shareholders with an electronic communication channel, e.g. via e-mail, in accordance with the applicable legal provisions, by which they may submit questions and motions for resolutions to the Company no later than on the third working day prior to the General Meeting. The questions and motions for resolutions submitted in this way shall be read out at the general meeting or brought to the attention of the shareholders in another suitable manner, e.g. on the

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company's website. Likewise, the company shall, in accordance with the statutory provisions, also provide for the shareholders to exercise their voting rights by way of electronic communication and, if necessary, to raise objections in this way. The company may, in accordance with the technical possibilities, set up a special e-mail address on the day of the general meeting or make other technical arrangements (e.g. voting software, internet portal) that can be used by the shareholders to exercise their voting rights or to raise objections.

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