

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

**1. Presentation of the adopted annual financial statements, consolidated financial statements, management report and Group management report as of 31 December 2009, together with the report of the Supervisory Board and the corporate governance report**

The forenamed documents can be consulted on the internet at [http://www.caimmoag.com/en/investor\\_relations/ordinary\\_shareholders\\_meeting/](http://www.caimmoag.com/en/investor_relations/ordinary_shareholders_meeting/).

A resolution concerning this agenda item is not required.

**2. Resolution appropriating the net profit**

The Management Board and Supervisory Board propose that the net profit, in the amount of € 5,896,665.38, be carried forward to new account because its distribution is barred according to Article 235 No. 1 of the Austrian Commercial Code (UGB).

**3. Resolution discharging the members of the Management Board for the 2009 financial year**

The Management Board and Supervisory Board propose that a resolution be adopted to discharge for the 2009 financial year the members of the Management Board who were in office during the period.

**4. Resolution discharging the members of the Supervisory Board for the 2009 financial year**

The Management Board and Supervisory Board propose that a resolution be adopted to discharge for the 2009 financial year the members of the Supervisory Board who were in office during the period.

**5. Resolution on the remuneration of the Supervisory Board for the 2009 financial year**

The Management Board and Supervisory Board propose that a resolution be adopted to grant the members of the Supervisory Board remuneration in the total amount of € 79K for the 2009 financial year. As in the previous year, in addition to the reimbursement of cash expenses, the fixed annual remuneration for each member of the Supervisory Board shall be € 10K, whereas the chairman shall receive twice and his deputy one-and-a-half times the fixed remuneration. The members of the committees shall receive € 500 for each attendance of a committee meeting.

## **6. Appointment of the auditor of the financial statements and auditor of the consolidated financial statements for the 2010 financial year**

The Supervisory Board proposes that KPMG Wirtschaftsprüfungs- und Steuerberatungs GmbH, Porzellangasse 51, 1090 Vienna, be appointed to audit the financial statements and consolidated financial statements for the 2010 financial year.

## **7. "Resolution on rewording the authorisation of the Management Board to acquire treasury shares according to Article 65 Section 1 No. 8 AktG"**

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

"a. The General Meeting authorises the Management Board according to Article 65 Section 1 No. 8 of the Stock Corporation Act (AktG) to acquire the company's own non-par shares, within the maximum legal limit in each case, for a period of 30 months from the date of the resolution. The lowest amount payable on repurchase is not to be less than 30 % and not to exceed 10 % of the average unweighted price at the close of the market on the ten trading days preceding the repurchase. The Management Board can elect to make the acquisition either on the stock exchange, or by way of a public offering, or in another lawful, expedient way.

b. The Management Board shall be further authorised with the approval of the Supervisory Board, to use the shares to service convertible bonds issued on the basis of the resolution of the General Meeting of 13 May 2008;

- to use treasury shares to service convertible bonds issued on the basis of the resolution of the General Meeting of 13 May 2008;
- to use treasury shares as consideration for the acquisition of enterprises, businesses or parts thereof, or shares of one or more companies, at home or abroad;
- at any time to sell same according to Article 65 Section 1b of the Stock Corporation Act on the stock exchange or by way of a public offering and to determine the conditions of the sale;
- for a period of five years from the date of the resolution, to resell the treasury shares without excluding the general purchase opportunity or partly or entirely excluding the general purchase opportunity, by any lawful means, including off the exchange;
- to reduce the company's share capital according to Article 65 Section 1 No. 8 last sentence in connection with Article 192 of the Stock Corporation Act by calling in the treasury shares without a further resolution of the General Meeting, whereas the Supervisory Board shall be entitled to adopt by resolution amendments to the Articles of Association arising from the calling-in of shares."

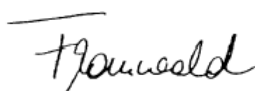
8. **Resolution concerning the revision of the Articles of Association to reflect the amended statutory provisions, in particular such amendments arising from the Stock Corporation Law Amendment Act 2009 (AktRÄG 2009) and the Company Law Amendment Act 2008 (URÄG 2008), whereas the revisions shall be made in Article 6 (Share capital and shares), Articles 10, 12 and 15 (Supervisory Board) and Articles 17-20, and by deleting Article 22 (Annual General Meeting), and Article 24 (Annual financial statements and distribution of profits), and by renumbering the existing Articles 23-27**

The Management Board and Supervisory Board propose that a resolution be adopted to revise the Articles of Association according to the Enclosure, in which the revisions are indicated. The proposed revisions to the Articles of Association serve the purpose of reflecting amended statutory provisions, in particular the Stock Corporation Law Amendment Act 2009 (AktRÄG 2009) and the Company Law Amendment Act 2008 (URÄG 2008), as well as changes considered necessary or expedient by the Management Board and Supervisory Board.

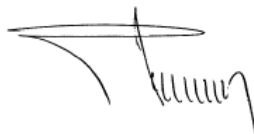
Enclosure: Articles of Associations indicating the proposed revisions.

Wien, im April 2010

Der Vorstand



Mag. Wolfhard Fromwald



Dr. Bruno Ettenauer



Bernhard H. Hansen

Für den Aufsichtsrat:



Dr. Wolfgang Rutenstorfer