

S T A T E M E N T

Commitment and Declaration of Compliance of CA Immobilien Anlagen Aktiengesellschaft with the Austrian Code of Corporate Governance

Compliance with the legal provisions applicable in CA Immo's target markets is a matter of particular concern to us. The Management Board and Supervisory Board are committed to the Austrian Corporate Governance Code and thus to transparency and the principles of good corporate governance. In addition to this Code and the requirements of the Institut für Corporate Governance der deutschen Immobilienwirtschaft e. V. (ICG), good corporate governance also includes the standards of the internal control system (ICS), comprehensive risk management, compliance and, in particular, adherence to internal company regulations on organizational and supervisory duties.

The corporate governance report is also available at [Corporate Governance \(caimmo.com\)](https://www.caimmo.com).

The rules and recommendations of the version of the Corporate Governance Code applicable in business year 2021 (January 2021 amendment) are implemented almost in full. Discrepancies are noted in respect of C Rules no. 2 (right of appointment to the Supervisory Board) and no. 45 (executive positions with competitor companies).

Rule categories of the Austrian Corporate Governance Code:

1. Legal Requirements ("L Rules")	All regulations based on mandatory legal provisions.
2. Comply or explain ("C Rules")	In order to comply with the CG Code, these rules shall be observed. Deviations must be explained and justified in order to achieve conduct in compliance with the Code.
3. Recommendations ("R Rules")	These rules are merely recommendations; non-compliance with them is neither to be disclosed nor justified.

Comply or Explain

C Rule no. 2: Formulation of shares in accordance with the 'one share – one vote' principle.

Explanation/reason: The ordinary shares of the company (106,496,422 bearer shares and four registered shares) were issued in accordance with the 'one share – one vote' principle.

The registered shares in existence since the founding of the company confer the right of nominating up to four Supervisory Board members. Partial use was made of this right of appointment: since the last Annual General Meeting held in May 2021, the Supervisory Board has comprised five shareholder representatives elected by the Annual General Meeting, two shareholder representatives appointed by registered shares and four employee representatives. The transfer of registered shares requires the approval of the company. The

Austrian Stock Corporation Act basically protects the shareholders' participation rights by limiting the total number of delegated members and by granting the right to dismiss delegated members for good cause; however, this is subject to a majority of 75% of the capital stock represented at the Annual General Meeting (article 21 of the Articles of Association of CA Immo). There are no preference shares or restrictions on ordinary shares issued by the company. The Austrian Takeover Act also ensures that all shareholders would receive the same price for their CA Immo shares in the event of a takeover bid (mandatory offer). The shareholders alone would decide whether to accept or reject any such bid.

C Rule No. 45: Supervisory Board members may not take up executive positions with companies that are competitors of CA Immo.

Explanation/reason: According to L Rule no. 52, when electing Supervisory Board members the Annual General Meeting must pay attention to the professional and personal qualifications of the candidates and to a balanced composition of the Supervisory Board with regard to the structure and the business area of the company. Aspects of diversity are considered in terms of the representation of both genders, the age profile and the international make-up of the members of the Supervisory Board. The act governing the gender balance of women and men on Supervisory Boards now also ensures a 30% gender quota for Supervisory Boards of listed stock corporations (with six or more Supervisory Board members and at least 20% women proportion in the total workforce) and companies with more than 1,000 employees. Failure to meet this quota will render Supervisory Board elections void. The law has applied to Supervisory Board elections since the start of 2018; current Supervisory Board mandates are unaffected.

To meet these criteria while upholding an in-depth knowledge of the real estate sector, there will be a preference for persons with backgrounds in a similar industry environment. For this reason, the possibility that Supervisory Board members will hold positions with broadly similar companies cannot be ruled out. However, persons proposed for election to the Supervisory Board must present their professional qualifications to the Annual General Meeting, declare their vocational (or similar) functions and disclose all circumstances that could give rise to concern over partiality.

The following Supervisory Board members hold executive positions with similar companies: Sarah Broughton, Laura Rubin (both appointed by Starwood) and Jeffrey G. Dishner (elected by the Annual General Meeting) perform a full range of managerial functions within the Starwood Capital Group, a financial investor specialising in global real estate investment and CA Immo's largest shareholder. In the business year 2021, Starwood Capital Group (via its vehicle SOF-11 Klimt CAI S.à r.l.) increased its stake in CA Immo from around 28% of the share capital to around 58% as part of an anticipated mandatory offer pursuant to Sections 22 et seq. of the Austrian Takeover Act (ATA) as well as further on and off-market acquisitions, thus holding just over 61% of the voting rights in the company. The corresponding transactions, reported in accordance with article 19 of the MAR (Market Abuse Regulation) as transactions by persons discharging managerial responsibilities, are available under [Directors Dealings \(caimmo.com\)](#). Information on the anticipated mandatory offer can be found in the Investor Relations section and on the website under [Takeover offers \(caimmo.com\)](#).

As well as performing numerous functions for the company in relation to all manner of properties, Torsten Hollstein is the Managing Director and founding member of CR Holding GmbH, a leading pan-European consultancy and asset/investment management business specialising in commercial real estate. Michael Stanton is currently a Portfolio Manager for FFF Asset Management Limited, an alternative investment fund

with offices in Cyprus, Luxembourg, London, Zurich and Moscow specialising in investments in securities, real estate and private equities. There is no direct competition with the companies listed.

In a different sector but noteworthy in terms of the transparency of related party transactions is Monika Wildner's Supervisory Board mandate with Volksbank Wien AG. At the end of 2019, Volksbank Wien became a long-term tenant of around 14,000 sqm of office space in the CA Immo portfolio building at Erdberger Lände 26. The lease contract (concluded before the Supervisory Board mandate at CA Immo was accepted) conforms to standard market terms and conditions and generates annual rental income of approximately € 2.3 m.

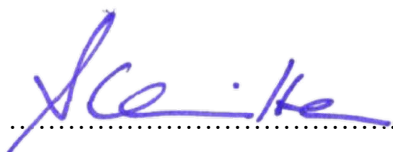
A full list of executive functions performed by Management and Supervisory Board members is published at [About the Supervisory Board \(caimmo.com\)](#).

External governance evaluation

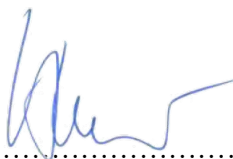
The evaluation carried out by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. concerning compliance with the C rules of the Austrian Corporate Governance Code for business year 2021 found that the declaration of conformity issued by CA Immo accurately reflects the implementation of the recommendations of the Austrian Corporate Governance Code.

Vienna, March 2022

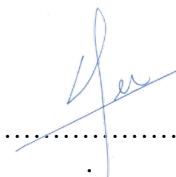
The Management Board



Silvia Schmitt-Walgenbach
(CEO)



Dr. Andreas Schillhofer
(Member of the Management Board)



Keegan Viscius
(Member of the Management Board)

For the Supervisory Board



Torsten Hollstein
(Chairman of the Supervisory Board)