

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 2013 along with the Management Report and the Group Management Report, the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2013 financial year

The forenamed documents can be consulted on the internet at www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/.

A resolution concerning this agenda item is not envisaged.

2. Resolution appropriating the net profit recognised in the Annual Financial Statements for 2013.

At the time of publication of the present motions (10 April 2014), the company has issued a total of 87,921,713 shares, comprising 87,921,709 bearer shares and four registered shares. As of today, the company does not hold any treasury shares. Due to the issue of new common shares from the convertible bond 09-14 which are only entitled to dividends from the financial year 2014 onwards, as of today, the number of shares entitled to a dividend is only 87,856,060 shares. The number of shares issued by the company and therefore the number of shares provided with voting rights (but not with entitlement to dividends) can increase before the date of the General Meeting through the exercise of conversion rights arising from the convertible bonds issued by the company.

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

Resolution:

“From the distributable net profit recognised in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of 31 December 2013, in the amount of 221,975,673.08 euros, a dividend of 0.40 euros per no-par share entitled to a dividend shall be paid out to the holders of the total of 87,856,060 shares in the company being entitled to a dividend, whereas therefore a total amount of 35,142,424.00 euros shall be distributed, and the remaining net profit of 186,833,249.08 shall be carried forward to new account. According to Austrian tax law, the distribution of the net profit qualifies as a repayment of capital pursuant to Art. 4 (12) Income Tax Act. The dividend shall be payable on 14 May 2014 (dividend payment date). The ex-dividend date is 12 May 2014.”

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3. Resolution discharging the members of the Management Board for the 2013 financial year

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

Resolution:

“The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft shall be discharged for the 2013 financial year.”

4. Resolution discharging the members of the Supervisory Board for the 2013 financial year

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

Resolution:

“The members of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft shall be discharged for the 2013 financial year.”

5. Resolution on the remuneration of the Supervisory Board for the 2013 financial year

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

Resolution:

“For the 2013 financial year, the members of the Supervisory Board shall be granted remuneration in the total amount of 122,000.00 euros, whereas each member of the Supervisory Board shall receive, alongside the reimbursement of cash expenditures, fixed annual remuneration of 15,000.00 euros. The chairman shall receive twice and his deputy one-and-a-half times the fixed remuneration. The members of the committees shall receive 500.00 euros for each attendance of a committee meeting.”

Note:

Furthermore, at CA Immo Group level D&O manager liability insurance with coverage of 50 m euros was taken out for all executive bodies of CA Immobilien Anlagen AG and all of its subsidiaries. The insurance does not provide for any excess.

6. Appointment of the auditor and Group auditor for the 2014 financial year

The Supervisory Board proposes that the General Meeting adopt the following resolution:

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Resolution:

“KPMG Wirtschaftsprüfungs- und Steuerberatungs AG, Porzellangasse 51, 1090 Vienna, shall be 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 2014 financial year.”

Note:

The transparency information according to Section 270 (1a) UGB is available on the company's website.

7. Resolution on elections to the Supervisory Board

The Supervisory Board proposes that the general meeting passes the following resolution:

Resolutions:

„a. Wolfgang Ruttendorfer shall be elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusions on the General Meeting which resolves on the formal approvals of the actions of the Supervisory Board for the business year 2018.

b. Helmut Bernkopf shall be elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusions on the General Meeting which resolves on the formal approvals of the actions of the Supervisory Board for the business year 2018.

c. Maria Doralt shall be elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusions on the General Meeting which resolves on the formal approvals of the actions of the Supervisory Board for the business year 2018.“

Justification:

With the conclusion of the general meeting on 8 May 2014 the office terms as members of the Supervisory Board of Wolfgang Ruttendorfer, Helmut Bernkopf and Waldemar Jud will end.

Pursuant to Section 10 (1) of the articles of association, the Supervisory Board shall consist of at least three and not more than twelve members elected by the general meeting. At the 26th ordinary General Meeting in May 2013 the Supervisory Board consists of six members, who have been elected by the general meeting.

In the upcoming general meeting three members must be elected to maintain the number of six members. Therefore it is proposed to reelect Mr. Wolfgang Ruttendorfer and Mr. Helmut Bernkopf and to elect Mrs. Maria Doralt as a new member of the Supervisory Board.

All proposed persons have made declarations pursuant to Section 87 para. 2 Austrian Stock Corporation Act (AktG), which are published on the Internet site of the Company.

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Only election proposals made by shareholders with a shareholding of at least 1% of the registered capital may be considered. These proposals together with the declarations pursuant to Section 87 para. 2 Austrian Stock Corporation Act (AktG) for each proposed person must be received by the Company in text form not later than on 28 April 2014 and will be published on the registered website of the Company not later than on 30 April 2014; otherwise the respective person must not be part of the election. Regarding the details and preconditions for the consideration of such election proposals, please refer to „information concerning the rights of shareholders“, which are available on the website of the Company.

Note:

CVs and declarations pursuant to Section 87 para. 2 Austrian Stock Corporation Act (AktG) of all proposed persons are available on the Company's.

8. Resolution amending the authority of the Management Board to acquire treasury shares pursuant to Section 65 para 1 Clause 8 AktG (non-specific acquisition), and concerning the corresponding authorisation to use same (Section 65 para 1b AktG)

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

Resolutions:

“a. The General Meeting authorises the Management Board according to Section 65 (1) Clause 8 AktG to acquire no-par bearer treasury 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 shareholders' general purchase options in conjunction with the utilisation of treasury shares to service the convertible bonds issued based on the authorisations granted on 13 May 2008 and 7 May 2013 is excluded.

c. Furthermore the Management Board is authorised, with the consent of the Supervisory Board,

- (i) to use treasury shares as a consideration when acquiring enterprises, businesses, business units or interests in one or several companies at home or abroad,
- (ii) to sell treasury shares at any time according to Section 65 (1b) AktG on the stock exchange or by way of a public offering, and to determine the conditions of the sale,
- (iii) for a period of five years from the date of the resolution, to resell the treasury shares without excluding or partly or entirely excluding the general purchasing options, by any lawful means, including off the exchange, and

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- (iv) to reduce the company's share capital according to Section 65 (1) Clause 8 final sentence AktG in conjunction with Section 192 AktG 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.

This authorisation replaces the authorisation to acquire treasury shares adopted by resolution of the General Meeting of 8 May 2012. “

Note:

The report of the Management Board in connection with the exclusion of the shareholders' general purchase options and the authorisation of same to use and sell treasury shares other than on the stock exchange or by way of a public offering is available on the company's website.

Vienna, April 2014

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