

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 2014 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 2014 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 2014.

At the time of publication of the present motions (31 March 2015), the company has issued a total of 98,808,336 shares, comprising 98,808,332 bearer shares and four registered shares. As of today, the company does not hold any treasury shares. As of today, the number of shares entitled to a dividend is only 98,808,336 shares.

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 2014, in the amount of 235,953,402.38 euros, a dividend of 0.45 euros per no-par share entitled to a dividend shall be paid out to the holders of the total of 98,808,336 shares in the company being entitled to a dividend, whereas therefore a total amount of 44,463,751.20 euros shall be distributed, and the remaining net profit of 191,489,651.18 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 7 May 2015 (dividend payment date). The ex-dividend date is 5 May 2015.”

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.

3. Resolution discharging the members of the Management Board for the 2014 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 2014 financial year.”

4. Resolution discharging the members of the Supervisory Board for the 2014 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 2014 financial year.”

5. Resolution on the remuneration of the Supervisory Board for the 2014 financial year

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

Resolution:

“For the 2014 financial year, the members of the Supervisory Board shall be granted remuneration in the total amount of 197,767.00 euros, whereas each member of the Supervisory Board shall receive, alongside the reimbursement of cash expenditures, fixed annual remuneration of 25,000.00 euros. The chairman shall receive twice and his deputy one-and-a-half times the fixed remuneration. In addition to the annual payment, members of the Supervisory Board shall receive an attendance fee amounting to € 500.00 for each day of a meeting of the Supervisory Board or one of its committees to which they belong. The attendance fee shall only be paid once for participation in a meeting of the Supervisory Board and a meeting of one of its committees that take place on the same day.”

Note:

As in previous years, 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.

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.

6. Appointment of the auditor and Group auditor for the 2015 financial year

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

Resolution:

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 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 2015 financial year.”

Note:

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

7. Resolution on expansion of the Supervisory Board

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

Beschluss:

„The number of Supervisory Board members elected by the General Meeting shall be increased from currently six to seven in the future.”

Note:

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 27th ordinary General Meeting in May 2014 respectively at the Extraordinary Shareholders Meeting in December 2014 the Supervisory Board consists of six members, who have been elected by the General Meeting.

In connection with the election of an additional member (proposed in agenda item 8), an increase of the number of Supervisory Board members elected by the General Meeting is required.

8. Elections to the Supervisory Board

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

Resolutions:

„Richard James GREGSON 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 2019.“

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.

Justification:

The candidate nominated to become a new member, Richard James GREGSON is an auditor and as such Director of Walker Wayland Audit (WA) Pty Ltd in Perth, Western Australia. Mr. Gregson has many years of experience in the audit and advisory space primary in the financial and real estate sector and has therefore profound knowledge and experience in these fields.

The candidate for the Supervisory Board was selected on the basis of the criteria set forth in the Stock Corporation Act (AktG). The Curriculum Vitae and the declaration pursuant to Section 87 para. 2 Austrian Stock Corporation Act (AktG), which indicates professional qualifications, other key positions or similar functions and that there are no circumstances that could give rise to cause for concern of partiality, are available on the Internet site of the Company (www.caimmo.com) that has been entered in the Company register.

Note:

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 17 April 2015 and will be published on the registered website of the Company not later than on 21 April 2015; 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.

- 9. Revision and amendment of the authority granted the Management Board by Section 4 Subsection 3 of the Articles of Association according to Section 169 AktG (Stock Corporation Act), by way of a resolution concerning the renewal of the Management Board's authority, within five years of the relevant amendment of the Articles of Association being entered in the companies' register, to increase the company's share capital, also in several tranches, by up to 215,500,975.00 euros (or rather approx. 30% of the current capital stock) by cash or non-cash contribution in return for the issue of up to 29,642,500 ordinary bearer shares in the company, observing the statutory subscription right according to Section 153 (6) AktG, and by way of a resolution concerning the relevant amendment of Section 4 Subsection 3 of the Articles of Association.**

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

Resolutions:

“The General Meeting authorises the Management Board according to Section 169 AktG, within three years of the relevant amendment of the Articles of Association being entered in the companies' register, to increase the company's share capital, including in several tranches, by up to 215,500,975.00 euros by cash or non-cash contribution in return for the issue of up to 29,642,500 ordinary bearer shares, observing the statutory subscription right according to Section 153 (6) AktG, and to establish with the agreement of the Supervisory Board the issue price and the conditions

4

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.

governing the issue. The Supervisory Board shall be further authorised by the General Meeting to adopt amendments to the Articles of Association arising from the issue of shares on the basis of the authorised capital increase.

Article 4 Sec 3 of the Articles of Association is to be amended by adopting the following wording:

"The Management Board is authorised according to Section 169 AktG, within three years of the amendment of the Articles of Association being entered in the companies' register, to increase the company's share capital, also in several tranches, by up to 215,500,975.00 euros (two hundred and fifteen million five hundred thousand nine hundred and seventy five euros) by cash or non-cash contribution in return for the issue of up to 29,642,500 no-par bearer shares, observing the statutory subscription right according to Section 153 (6) AktG, and to establish with the agreement of the Supervisory Board the issue price and the conditions governing the issue. The Supervisory Board is authorised to adopt amendments to the Articles of Association arising from the issue of shares on the basis of the authorised capital increase."

Note:

A comparison of the Articles of Association is available on the company's website.

10. Resolution concerning the revision of Article 12 Sec 3 and 4 of the Articles of Association to use new media in the Supervisory Board

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

Resolution:

"Article 12 of the Articles of Association is to be amended by adopting the following wording:

Article 12 (3)

The Chairman of the Supervisory Board shall convene the members of the Supervisory Board in writing (including telefax and email) to be sent to the address last notified or by phone. If the Chairman is unable to do so, a deputy may convene the meeting.

Article 12 (4)

The Supervisory Board shall constitute a quorum if at least three members, among them the Chairman or a deputy, are present in person or over the phone (telephone and/or video conferences). The Chairman – or a deputy if the Chairman is prevented from doing so – shall preside over the meeting. The person presiding over the meeting shall determine the voting method."

Note:

A comparison of the Articles of Association is available on the company's website.

Vienna, 31 March 2015

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.