

Voting result for the 28th Ordinary General Meeting of CA Immobilien Anlagen AG on 28 April 2015

Agenda item 1:

Presentation of the annual financial statements and the consolidated financial statements, the corporate governance report and the report of the Supervisory Board.

For this agenda item no resolution took place.

Agenda item 2:

Resolution appropriating the net profit recognised in the Annual Financial Statements for 2014.

The following resolution has been passed:

"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."

Vote:

Presence: 514 shareholders with 51,115,487 votes.

Number of shares voting valid: 51,106,793

Those correspond to this portion of the registered capital: 51.72%

Total numbers of valid votes: 51,106,793

Pro: 512 shareholders with 51,106,783 votes.

Contra: 1 shareholder with 10 votes.

Abstentions: 1 shareholder with 8,694 votes.

Agenda item 3:

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

The following resolution has been passed:

"The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft shall be discharged for the 2014 financial year."

Vote:

Presence: 503 shareholders with 51,086,991 votes.

Number of shares voting valid: 51,041,732

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Those correspond to this portion of the registered capital: 51.66%
Total numbers of valid votes: 51,041,732

Pro: 489 shareholders with 51,038,794 votes.
Contra: 9 shareholders with 2,938 votes.
Abstentions: 5 shareholders with 45,259 votes.

Agenda item 4:

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

The following resolution has been passed:

"The members of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft shall be discharged for the 2014 financial year."

Vote:

Presence: 501 shareholders with 51,094,361 votes.
Number of shares voting valid: 51,047,131
Those correspond to this portion of the registered capital: 51.66%
Total numbers of valid votes: 51,047,131

Pro: 491 shareholders with 30,988,492 votes.
Contra: 4 shareholders with 42 votes.
Abstentions: 6 shareholders with 47,230 votes.

Agenda item 5:

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

The following resolution has been passed:

"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."

Vote:

Presence: 480 shareholders with 51,065,727 votes.
Number of shares voting valid: 51,040,326
Those correspond to this portion of the registered capital: 51.66%
Total numbers of valid votes: 51,040,326

Pro: 436 shareholders with 51,023,555 votes.
Contra: 40 shareholders with 16,771 votes.
Abstentions: 4 shareholders with 25,401 votes.

Agenda item 6:

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

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The following resolution has been passed:

"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."

Vote:

Presence: 466 shareholders with 51,042,356 votes.
Number of shares voting valid: 50,792,251
Those correspond to this portion of the registered capital: 51.40%
Total numbers of valid votes: 50,792,251

Pro: 450 shareholders with 50,571,706 votes.
Contra: 12 shareholders with 220,545 votes.
Abstentions: 4 shareholders with 250,105 votes.

Agenda item 7:

Resolution on expansion of the Supervisory Board.

The following resolution has been passed:

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

Vote:

Presence: 440 shareholders with 51,019,751 votes.
Number of shares voting valid: 26,394,870
Those correspond to this portion of the registered capital: 26.71%
Total numbers of valid votes: 26,394,870

Pro: 14 shareholders with 26,308,558 votes.
Contra: 37 shareholders with 86,312 votes.
Abstentions: 389 shareholders with 24,624,881 votes.

Agenda item 8:

Elections to the Supervisory Board

The following resolutions have been passed:

"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."

Vote:

Presence: 438 shareholders with 51,019,208 votes.
Number of shares voting valid: 50,895,275
Those correspond to this portion of the registered capital: 51.51%
Total numbers of valid votes: 50,895,275

Pro: 403 shareholders with 50,814,390 votes.
Contra: 31 shareholders with 80,885 votes.
Abstentions: 4 shareholders with 123,933 votes.

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“John NACOS 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.”

Vote:

Presence: 436 shareholders with 50,987,323 votes.
Number of shares voting valid: 26,362,442
Those correspond to this portion of the registered capital: 26.68%
Total numbers of valid votes: 26,362,442

Pro: 23 shareholders with 26,350,937 votes.
Contra: 24 shareholders with 11,505 votes.
Abstentions: 389 shareholders with 24,624,881 votes.

Agenda item 9:

Resolution on extending the periods of office of, in particular, Barbara A. Knoflach, Franz Zwickl, Dmitry Mints and Michael Stanton as members of the Supervisory Board until the end of the Ordinary General Meeting ruling on the approval of actions in business year 2019 (33rd Ordinary General Meeting in 2020)

The following resolutions have been passed:

*“The period of office of Supervisory Board member **Barbara A. KNOFLACH**, who is appointed until the Ordinary General Meeting that will rule on business year 2015, will be extended to the end of the Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft ruling on the approval of actions in business year 2019.”*

Vote:

Presence: 434 shareholders with 50,987,849 votes.
Number of shares voting valid: 50,979,155
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,979,155

Pro: 54 shareholders with 27,229,455 votes.
Contra: 379 shareholders with 23,749,700 votes.
Abstentions: 1 shareholder with 8,694 votes.

*“The period of office of Supervisory Board member **Franz ZWICKL**, who is appointed until the Ordinary General Meeting that will rule on business year 2015, will be extended to the end of the Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft ruling on the approval of actions in business year 2019.”*

Vote:

Presence: 431 shareholders with 50,985,648 votes.
Number of shares voting valid: 50,979,954
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,976,954

Pro: 46 shareholders with 27,226,414 votes.
Contra: 384 shareholders with 23,750,540 votes.
Abstentions: 1 shareholder with 8,694 votes.

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*"The period of office of Supervisory Board member **Dmitry MINTS**, who is appointed until the Ordinary General Meeting that will rule on business year 2018, will be extended to the end of the Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft ruling on the approval of actions in business year 2019."*

Vote:

Presence: 431 shareholders with 50,985,648 votes.
Number of shares voting valid: 50,976,954
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,976,954

Pro: 36 shareholders with 27,221,724 votes.
Contra: 394 shareholders with 23,755,230 votes.
Abstentions: 1 shareholder with 8,694 votes.

*"The period of office of Supervisory Board member **Michael STANTON**, who is appointed until the Ordinary General Meeting that will rule on business year 2018, will be extended to the end of the Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft ruling on the approval of actions in business year 2019."*

Vote:

Presence: 429 shareholders with 50,985,646 votes.
Number of shares voting valid: 50,976,952
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,976,952

Pro: 37 shareholders with 27,217,942 votes.
Contra: 391 shareholders with 23,759,010 votes.
Abstentions: 1 shareholder with 8,694 votes.

Agenda item 10:

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, to increase the company's share capital, and amendment of Section 4 Subsection 3 of the Articles of Association

The following resolutions have been passed:

"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 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."

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Vote:

Presence: 424 shareholders with 50,983,675 votes.
Number of shares voting valid: 50,974,981
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,974,981

Pro: 378 shareholders with 49,751,615 votes.
Contra: 45 shareholders with 1,223,366 votes.
Abstentions: 1 shareholder with 8,694 votes.

Agenda item 11:

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, to increase the company's share capital, and amendment of Section 4 Subsection 3 of the Articles of Association

The following resolution has been passed:

Article 12 of the Articles of Association has been amended by adopting the following wording:

“(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.”

“(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.”

Vote:

Presence: 420 shareholders with 50,981,695 votes.
Number of shares voting valid: 50,972,901
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,972,901

Pro: 410 shareholders with 50,972,005 votes.
Contra: 5 shareholders with 896 votes.
Abstentions: 2 shareholders with 8,794 votes.

Agenda item 12:

Resolution on amending the Articles of Association in article 10 through the removal without replacement of section 4 and comprehensive revision of article 21 of the Articles of Association with a view to establishing the legal majority requirements, with the exception of capital measures and the issue of instruments under the terms of article 174 of the Stock Corporation Act

The following resolution has been passed:

Article 10 (4) has been removed in its entirety. The following subsections (5) to (7) were renumbered appropriately as subsections (4) to (6).

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Vote:

Presence: 418 shareholders with 50,981,289 votes.
Number of shares voting valid: 50,972,511
Those correspond to this portion of the registered capital: 51.59%
Total numbers of valid votes: 50,972,511

Pro: 32 shareholders with 27,297,449 votes.
Contra: 384 shareholders with 23,675,062 votes.
Abstentions: 2 shareholders with 8,778 votes.

Article 21 of the Articles of Association was comprehensively revised to read as follows:

“The Ordinary General Meeting passes resolutions with the legally stipulated majority. By contrast, the Ordinary General Meeting decides on an increase in the capital stock (article 149 (1) of the Stock Corporation Act), the issue of convertible bonds and profit participating bonds (article 174 (1) of the Act) and the granting of profit participation rights (article 174 (1 and 3) of the Act) by a simple majority of votes cast and a simple majority of the capital stock represented in the resolution.”

Vote:

Presence: 418 shareholders with 50,981,289 votes.
Number of shares voting valid: 50,969,405
Those correspond to this portion of the registered capital: 51.58%
Total numbers of valid votes: 50,969,405

Pro: 32 shareholders with 27,294,882 votes.
Contra: 383 shareholders with 23,674,523 votes.
Abstentions: 3 shareholders with 11,884 votes.

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