

## Convocation

31st Annual General Meeting  
CA Immobilien Anlagen Aktiengesellschaft  
Studio 44 of the Austrian Lotteries (Österreichische Lotterien), Rennweg 44,  
1038 Vienna  
9 May 2018, 2:00pm (Vienna time)



### CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT

Vienna

FN 75895k

ISIN AT0000641352 (Bearer Shares)

ISIN AT0000641345 (Registered Shares)

We hereby invite our shareholders to the **31st Annual General Meeting** of CA Immobilien Anlagen Aktiengesellschaft, which is to be held **at 2:00pm (Vienna time) on Wednesday, 9 May 2018 in Studio 44 of the Austrian Lotteries (Österreichische Lotterien), Rennweg 44, 1038 Vienna.**

#### AGENDA

1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2017 together with the Management Reports, the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2017 financial year.
2. Resolution appropriating the net profit recognized in the Annual Financial Statements for the 2017 financial year.
3. Resolution discharging the members of the Management Board for the 2017 financial year.
4. Resolution discharging the members of the Supervisory Board for the 2017 financial year.
5. Resolution on the remuneration of the Supervisory Board for the 2017 financial year.
6. Appointment of the auditor and Group auditor for the 2018 financial year.
7. Resolution on the revocation of the authorisation of the Management Board to increase the share capital (authorised capital) in the unused amount in connection with a new authorisation of the Management Board to increase the share capital pursuant to Section 169 Austrian Stock Corporation Act (AktG) (authorised capital) against contributions in cash and/or in kind and authorisation of the Management Board to exclude the shareholders' subscription rights as well as related amendments to the Articles of Association.
8. Resolution on the revocation of the authorisation of the Management Board to issue convertible bonds in the unused amount in connection with a new authorisation of the Management Board to issue convertible bonds and exclusion of the shareholders' subscription rights as well as conditional capital and related amendments to the Articles of Association.
9. Resolution on authorisations of the Management Board for the repurchase and sale of treasury shares also other than via the stock exchange or via a public offering, with an authorisation of the Management Board, to exclude the shareholders' rights to sell their shares as well as their right to repurchase shares and an authorisation of the Management Board to cancel treasury shares.

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## **NOTE**

Based on experience from previous years we expect the Annual General Meeting of CA Immobilien Anlagen Aktiengesellschaft to close on time. Should it not be possible, contrary to expectations, to close the Annual General Meeting of CA Immobilien Anlagen Aktiengesellschaft by 24:00 hours (Vienna time) on 9 May 2018, it will be continued on 10 May 2018, at 00:00 hours (Vienna time), and 10 May 2018 shall also be deemed as date on which the Annual General Meeting has been convened.

## **DOCUMENTS FOR THE GENERAL MEETING**

The following documents will be available to shareholders at the General Meeting, at the company's head office, 1030 Wien, Mechelgasse 1, Corporate Office, during business hours and on our website <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/> from 11 April 2018:

- the documents listed in agenda item 1
- the motions for resolutions of the Management Board and the Supervisory Board concerning agenda items 2 through 9
- the transparency information according to Section 270 para. 1a UGB (Austrian Commercial Code) concerning agenda item 6
- the report by the Management Board on the justification of the exclusion of subscription rights concerning agenda item 7 (authorisation of the Management Board to increase the share capital pursuant to Section 169 Austrian Stock Corporation Act (AktG))
- the report by the Management Board on the justification of the exclusion of subscription rights concerning agenda item 8 (authorisation of the Management Board to issue convertible bonds)
- the report by the Management Board on the justification of the exclusion of subscription rights concerning agenda item 9 (authorisation of the Management Board for the repurchase and sale of treasury shares)
- the comparison of the Articles of Association concerning agenda items 7 through 8
- the full text of this announcement and this invitation
- the forms for granting and revoking proxy pursuant to Section 114 Austrian Stock Corporation Act (AktG) together with an instruction form (also for the proxy representative named by the company (Florian Beckermann))

Copies of the aforementioned documents will be sent to shareholders promptly and without charge on request (contact: Corporate Office Department, T +43 (1) 5325907 - 502 or e-mail [ir@caimmo.com](mailto:ir@caimmo.com)).

## **GUIDANCE CONCERNING SHAREHOLDERS' RIGHTS ACCORDING TO SECTIONS 109, 110 AND 118 AUSTRIAN STOCK CORPORATION ACT (AKTG)**

### **Addition of items to the agenda**

Shareholders whose interests individually or collectively total at least 5% of the share capital and who have held the relevant shares for at least three months prior to their request, may request in writing that items are added to the agenda of this General Meeting and are announced. "In writing" means personal signature or corporate signature by every applicant. Each additional agenda item submitted must be accompanied by a

2

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motion for a resolution and reasoning. Pursuant to Section 109 Austrian Stock Corporation Act (AktG), Such a request is only considered if received by the Company in writing by no later than 18 April 2018 addressed **exclusively to CA Immobilien Anlagen Aktiengesellschaft, 1030 Vienna, Mechelgasse 1, Corporate Office Department**. For bearer shares, shareholding may be evidenced by a deposit confirmation according to Section 10a Austrian Stock Corporation Act (AktG), confirming that the proposing shareholder has continuously held the shares for at least three months before submitting the request; such receipt not being older than seven days when presented to the Company. Several deposit confirmations concerning shares, which only together constitute a shareholding of 5%, must refer to the same point in time (day, hour). In the case of registered shares, the entry in the share ledger is decisive; no separate evidence is required to be provided by the shareholder.

### **Shareholders' motions for resolutions**

Shareholders whose interests individually or collectively total at least 1% of the share capital may submit motions for resolutions concerning any item of the agenda in text form (pursuant to Section 13 para 2 Austrian Stock Corporation Act (AktG)), and can request that such motions, together with the names of the relevant shareholders, the reasoning that are to be attached and any comments of the Management Board or Supervisory Board, be published on the Company's website. The motion, but not its reason, must be written in German. Pursuant to Section 110 Austrian Stock Corporation Act (AktG), such a request is only considered if received by the Company in text form on 27 April 2018 at the latest

via mail, courier service or personally delivered at its business address:

CA Immobilien Anlagen Aktiengesellschaft, Corporate Office Department, Mechelgasse 1,  
1030 Vienna

by fax: +43 (0)1 8900 500 82

by e-mail: *anmeldung.caimmoag@hauptversammlung.at*, whereas the request is to be attached to the e-mail in text form, as a PDF file for example.

If the proposal concerns the election of a member of the Supervisory Board, the reasoning is replaced by the declaration of the nominee according to Section 87 para. 2 Austrian Stock Corporation Act (AktG). For bearer shares, shareholding may be evidenced by a deposit confirmation according to Section 10a Austrian Stock Corporation Act (AktG), such receipt not being older than seven days when presented to the Company. Several deposit confirmations concerning shares, which only together constitute a shareholding of 1%, must refer to the same point in time (day, hour). In the case of registered shares, the entry in the share ledger is decisive; no separate evidence is required to be provided by the shareholder.

### **Information pursuant to Section 110 para 2, 2nd sentence Austrian Stock Corporation Act (AktG)**

In case of an election of the Supervisory Board due to a request to add items to the agenda, the Company indicates that the Act on Equality between Men and Women (the GFMA-G) is applicable for CA Immobilien Anlagen Aktiengesellschaft, with the effect that the Supervisory Board of the Company must comprise a minimum proportion of 30% women and 30% men.

Pursuant to article 10 para 1 of the Company's Articles of Association, the Supervisory Board shall consist of at least three and no more than twelve members. Each holder of the four registered shares is entitled to nominate one Supervisory Board member. All other members of the Supervisory Board shall be elected by

3

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the General Shareholders' Meeting. Pursuant to Section 88 para 1 of the Austrian Stock Corporation Act (AktG) the total number of members delegated by registered shares may not exceed one third of all Supervisory Board members.

The Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft currently comprises eight members elected by the Annual General Meeting, two members delegated by registered shares (shareholder representatives) and four employee representatives (pursuant to section 110 of the Labour Constitution Act (ArbVG). The ten shareholder representatives contain nine men and one woman. The four employee representatives contain three men and one woman. The Supervisory Board currently consists of twelve men and two women. Hence, the share of female representatives is 14%.

It is hereby stated that pursuant to section 86 para 9 of the Austrian Stock Corporation Act (AktG) neither the majority of the shareholder representatives nor the majority of the employee representatives have raised an objection and that therefore the „joint fulfilment rule“ rather than the „separate fulfilment rule“ pursuant to section 86 para 7 of the Companies Act applies.

In case that elections to the Supervisory Board will be added to the agenda, on the basis of ten shareholder representatives, two (new) female candidates have to be proposed in order to fulfil the quota (30% women) regulation according to section 86 para 7 AktG. In case that the number of Supervisory Board members will be increased, up to three female candidates have to be proposed on the basis of eleven or twelve shareholder representatives in order to fulfil the quota regulation according to section 86 para 7 Austrian Stock Corporation Act (AktG).

### **Right to request information**

In the General Meeting, each shareholder is entitled to request information concerning the affairs of the Company, the Group and the companies included in the consolidated financial statements to the extent necessary to properly evaluate an agenda item. Information may be denied to the extent that, according to sound business judgement, it may significantly prejudice the Company or an affiliated enterprise, or if disclosure would constitute a criminal offence.

Questions, the response to which require longer preparation time, must be submitted, for the sake of an efficient meeting, in good time before the General Meeting

via mail, courier service or personally delivered at its business address:

CA Immobilien Anlagen Aktiengesellschaft, Corporate Office Department, Mechelgasse 1,  
1030 Vienna

by fax: +43 (0)1 8900 500 82

by e-mail: [anmeldung.caimmoag@hauptversammlung.at](mailto:anmeldung.caimmoag@hauptversammlung.at).

Further information regarding shareholders' rights, in particular pursuant to Sections 109, 110 and 118 Austrian Stock Corporation Act (AktG), is available with immediate effect on the Company's website <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

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### **Right of shareholders to make motions pursuant to Section 119 Austrian Stock Corporation Act (AktG) in the General Meeting**

In the General Meeting, each shareholder is entitled to make motions that do not require prior announcement with regards to every agenda item. A proof of the entitlement to participate in the General Meeting pursuant to this invitation is required.

### **RECORD DATE AND PARTICIPATION IN THE GENERAL MEETING**

The entitlement to participate in the General Meeting and to exercise the voting right and other shareholder rights assertable at the General Meeting is determined pursuant to Section 111 Austrian Stock Corporation Act (AktG) by the share ownership at the end of 29 April 2018, 24:00 hours Vienna time (record date). To participate in the General Meeting, shareholders must evidence their shareholding at that date. For bearer shares, evidence of share ownership on the record date must be issued by way of a deposit confirmation according to Section 10a Austrian Stock Corporation Act (AktG). Pursuant to Section 111 para. 2 Austrian Stock Corporation Act (AktG), such receipt must be received by the Company no later than 4 May 2018, exclusively at one of the following addresses:

as document signed by officers representing the issuing credit institution via mail or courier service at the address:

HV-Veranstaltungsservice GmbH, Köppl 60, 8242 St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 82

by e-mail: *anmeldung.caimmoag@hauptversammlung.at* (simple e-mail; deposit confirmation as PDF, JPG, TXT or TIF)

by SWIFT: GIBAATWGGMS

Message Type MT598 or MT599; please indicate ISIN AT0000641352 in the wording.

### **Deposit confirmation according to Section 10a Austrian Stock Corporation Act (AktG)**

The deposit confirmation must be issued by the custodian financial institution having its seat in a member state of the European Economic Area or in a full member state of the OECD, and shall contain the following information:

- Information on the issuer: name/company name and address or a code conventionally used in transactions between financial institutions (SWIFT code),
- information on the shareholder: name/company name, address, date of birth in case of a natural person, name of register and registration number in case of a legal entity,
- information on the shares: number of shares held by the shareholder and (in case of several share categories) the name of the share category or the internationally accepted security identification number,
- custody account number or other identifier of the securities account,
- the deposit confirmation must refer to 29 April 2018, 24 hours Vienna time.

The deposit confirmation must be received in either German or English. The deposit confirmation must not be older than seven days at the time of the submission.

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## **Registered Shares**

As regards registered shares, only shareholders whose registration in text form is received by the Company exclusively at one of the following addresses on 4 May 2018 at the latest, shall be entitled to participate in the General Meeting:

via mail or courier service at the address:

HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 82

by e-mail: *anmeldung.caimmoag@hauptversammlung.at* (as a scanned attachment: TIF, PDF, etc.)

by SWIFT: GIBAATWGGMS

Message Type MT598 or MT599; please indicate ISIN AT0000641345 in the wording.

Registrations must be received in German or English.

In the case of registered shares, the entry in the share ledger is decisive; no separate evidence needs to be provided by the shareholder.

Registration to the General Meeting or submission of deposit confirmation does not block shareholders from their right to freely dispose of their shares.

## **REPRESENTATION BY PROXY**

Each shareholder entitled to participate in the General Meeting is entitled to appoint a proxy (representative) to attend the General Meeting in his name and to exercise the same rights as the represented shareholder. The proxy must be granted to one or more specific persons (natural person or legal entity) that is specified by name in the proxy form. The Company or any member of the management board or the supervisory board may only exercise the voting rights as a proxy if a shareholder issues an explicit instruction regarding the exercise of the voting rights with respect to specified agenda items. The proxy needs to be issued in text form pursuant to Section 13 para 2 Austrian Stock Corporation Act (AktG); a revocation needs to be issued in text form as well. The proxy form must be received by the Company exclusively at one of the following addresses:

via mail or courier service at the address:

HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 82

by SWIFT: GIBAATWGGMS

Message Type MT598 or MT599; please indicate in the wording in case of bearer shares ISIN AT0000641352 and in the case of registered shares ISIN AT0000641345.

by e-mail: *anmeldung.caimmoag@hauptversammlung.at* (as a scanned attachment: TIF, PDF, etc.)

by hand: upon registering for the General Meeting at the venue

Proxy forms and forms for revoking proxy will be sent on request and can be downloaded from the Company's website under <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

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The proxy and its potential revocation need to be submitted to the Company and has to be stored by the latter. If the proxy form is not physically provided at the registration for the General Meeting, it must be received by the Company by 4:00 pm Vienna time on 8 May 2018 at the latest.

If a shareholder has granted proxy to his custodian financial institution, such institution, in addition to issuing a deposit confirmation, may declare that it has been granted proxy. The explanation concerning the submission of deposit confirmations shall apply mutatis mutandis to the issuance of such a declaration.

Mr. Florian Beckermann (Austrian Shareholders' Association (IVA – Interessensverband für Anleger), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent proxy for exercising their voting right at the General Meeting. A special proxy form for this purpose can be downloaded from the Company's website. Shareholders can also contact Mr. Beckermann directly by calling +43 (0)1 8763343-30, by fax at +43 (0)1 8763343-39 or by e-mail at [florian.beckermann@iva.or.at](mailto:florian.beckermann@iva.or.at).

The preceding provisions concerning the granting of proxy apply mutatis mutandis to the revoking of such proxy.

## **TOTAL NUMBER OF SHARES AND VOTES**

At the date of convening the General Meeting, the Company's share capital totals 718,336,602.72 euros and is divided into 98,808,336 no-par shares, consisting of 98,808,332 bearer shares and four registered shares whereby each share grants one vote. At the time of convening the General Meeting, the Company holds 5,780,037 treasury shares, for which voting rights are dormant (Section 65 para. 5 Austrian Stock Corporation Act (AktG)). Thus, the total number of votes is 93,028,299.

## **ADMISSION TO THE GENERAL MEETING**

For admission to the General Meeting please bring your registration confirmation to attend the General Meeting or your power of attorney (proxy) if applicable, and a generally accepted and valid identity document bearing a photograph. In order to facilitate efficient admission procedures, shareholders are asked to arrive at the venue in good time before the start of the General Meeting. The Company keeps the right to check the identity of any person who is present at the meeting. Should an identity check not be feasible, entrance may be denied. Hence, participants are invited to bring an official identification document (e.g., passport, identity card or driving license) for the purposes of an identity check. Doors open at 1:00pm (Vienna time) for the collection of voting cards.

Vienna, 11 April 2018

The Management Board

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