

## Motions for resolution

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



M O T I O N S F O R R E S O L U T I O N S C O N C E R N I N G I T E M S O F T H E A G E N D A  
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S T O C K C O R P O R A T I O N A C T ( A K T G )

### **1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2016 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2017 financial year.**

The above-mentioned documents can be viewed on the internet at <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

No resolution is envisaged for this agenda item.

### **2. Resolution appropriating the net profit recognized in the Annual Financial Statements for 2017.**

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 2017 in the amount of 840,429,411.66 euros, for every share in the Company, which is entitled to dividend at the dividend record date (15 May 2018), a dividend of 0.80 euros (eighty eurocent) shall be paid out and the remaining net profit shall be carried forward to new account. The dividend is payable on 16 May 2018 (dividend payment date); ex-dividend date is 14 May 2018.”*

#### **Note:**

At the time of publication of the present motions (11 April 2018), the Company has issued a total of 98,808,336 no-par shares, comprising 98,808,332 bearer shares and four registered shares. As of 11 April 2018, the Company holds 5,780,037 treasury shares, which are not entitled to dividend; thus, on the total 93,028,299 shares of the Company entitled to dividend, a total amount of 74,422,639.20 euros shall be distributed to the shareholders and the remaining net profit in the amount of 766,006,772.46 euros shall be carried forward to new account. The total dividend paid is therefore calculated by multiplying the amount of 0.80 euros (eighty eurocent) by the number of shares in the

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Company entitled to dividend on the dividend record date. The number of shares in the Company entitled to dividend may change during the period up until the date of the Annual General Meeting. In such case, the proposed resolution will be adjusted according to the number of shares in the Company entitled to dividend as of the date of the Annual General Meeting.

To the extent that the number of shares with dividend entitlements changes during the period up until the date of the Annual General Meeting, the proposed resolution concerning the appropriation of net profits is to be modified such that the dividend amount per share remains unchanged while the amount of total dividend payout, the amount to be transferred to revenue reserves and the amount carried forward as profit is to be adjusted accordingly.

### **3. Resolution discharging the members of the Management Board for the 2017 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 are discharged for the 2017 financial year.“*

### **4. Resolution discharging the members of the Supervisory Board for the 2017 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 are discharged for the 2017 financial year.“*

### **5. Resolution on the remuneration of the Supervisory Board for the 2017 financial year.**

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

**Resolution:**

*“For the 2017 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 430,493.15 euros, whereby each member of the Supervisory Board receives, in addition to the reimbursement of cash expenditures, a fixed annual remuneration of 30,000.00 euros. The Chairman receives twice and his deputy one-and-a-half times the fixed remuneration. In addition to the annual payment, members of the Supervisory Board receive an attendance fee of 1,000.00 euros for each day of a meeting of the Supervisory Board or one of its committees to which they belong.”*

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### **Reasoning:**

The remuneration of the members of the Supervisory Board consists of a fixed remuneration amount and based on the fixed remuneration amount additional remuneration amounts for the Chairman and the Deputy Chairman as well as an attendance fee for each meeting day. While the average remuneration of the Supervisory Board members of all companies listed in the ATX has increased constantly, no adjustments have been made by CA Immobilien Anlagen AG since 2014. The amount proposed for resolution considers an increase of the fixed remuneration amount from Euro 25,000 to Euro 30,000 and thus an increase of the related additional remuneration amounts, and has been determined under appropriateness criteria at a level in order to (i) take into account the average remuneration of the Supervisory Board of the issuers included in the ATX, (ii) align the remuneration with the level of the Austrian peer group and (iii) close the gap to the significant higher remunerations of the German peer group being direct competitors of the company.

At CA Immo Group level D&O manager liability insurance with cover 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 2018 financial year.**

Following a recommendation of its Audit Committee, the Supervisory Board proposes that the General Meeting adopt the following resolution:

### **Resolution:**

*“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, 1220 Vienna, is 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 2018 financial year.”*

### **Reasoning:**

Up until 2016, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft had been appointed as auditor of the Annual Financial Statements and Group Accounts. Due to the potential risk that the Company may qualify as an affiliated company with IMMOFINANZ AG, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, would not have been available as auditor and Group auditor of the Company for the 2017 financial year. Therefore, based on the results of a procurement process and recommended by the Audit Committee, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. was precautionarily appointed as auditor for the financial statements and consolidated financial statements in 2017.

In 2018, the Audit Committee again provided the Supervisory Board with proposals based on the results of a procurement process (Article 16 para 3 of the Regulation (EU) No. 537/2014) and recommended to the Supervisory Board to propose Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor for

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the financial statements and consolidated financial statements for the business year 2018 according to Article 16 para 5 of the Regulation (EU) No. 537/2014).

The information on transparency by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. pursuant to Section 270 para. 1a Austrian Commercial Code (UGB) is available on the Company's website.

**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 (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.**

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

**Resolutions:**

*“1. The authorisation of the Management Board pursuant to section 169 Austrian Stock Corporation Act (Aktiengesetz) resolved upon in the shareholder's meeting on 28 April 2015 to increase the registered capital by 31 August 2018 by up to Euro 215,500,975 by issuance of up to 29,642,500 new no-par value bearer shares in return for contributions in cash and/or in kind, with or without exclusion of subscription rights, shall be withdrawn in the unused volume and shall be replaced by the following authorisation:*

*The Management Board shall be authorised for five years after the registration of this amendment to the Articles of Association with the Commercial Register pursuant to section 169 Austrian Stock Corporation Act, with the consent of the Supervisory Board, to increase the registered capital by up to Euro 359,168,301.36 by issuance of up to 49,404,168 new ordinary bearer shares in return for contributions in cash and/or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the Company's share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the Supervisory Board and as the case may be, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to section 153 para 6 Austrian Stock Corporation Act. The Management Board shall be authorised, with the consent of the Supervisory Board, to fully or partially exclude shareholders' subscription rights, (i) in case the capital increase is effected in return for cash contributions and the shares issued with excluded subscription rights in total do not exceed the limit of 10% (ten per cent) of the share capital of the Company at the time of passing the resolution for this authorisation, (ii) in case the capital increase is effected in return for contributions in kind, (iii) to provide for an overallotment option (Greenshoe) or (iv) to make up for fractional amounts.*

*In total, the shares issued with excluded subscription rights on the basis of this authorisation against contribution in cash and/or in kind shall not exceed the limit of 20% (twenty per cent) of the share*

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*capital of the Company at the time of passing the resolution for this authorisation. The number of those shares for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights during the term of this authorisation shall be included for the calculation of this limit. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.*

2. *The Articles of Association are amended in Article 4 (Share Capital and Shares) para 3 which now reads as follows:*

*“The Management Board is authorised for five years after the registration of this amendment to the Articles of Association, pursuant to section 169 Austrian Stock Corporation Act (Aktengesetz), with the consent of the Supervisory Board, to increase the registered capital by up to Euro 359,168,301.36 by issuance of up to 49,404,168 new ordinary bearer shares in return for contributions in cash and/or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the Company’s share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the supervisory board and as the case may be, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to section 153 para 6 Austrian Stock Corporation Act. The Management Board shall be authorised, with the consent of the Supervisory Board, to fully or partially exclude shareholders’ subscription rights, (i) in case the capital increase is effected in return for cash contributions and the shares issued with excluded subscription rights in total do not exceed the limit of 10% (ten per cent) of the share capital of the Company at the time of passing the resolution for this authorisation, (ii) in case the capital increase is effected in return for contributions in kind, (iii) to provide for an overallotment option (Greenshoe) or (iv) to make up for fractional amounts. In total, the shares issued with excluded subscription rights on the basis of this authorisation against contribution in cash and/or in kind shall not exceed the limit of 20% (twenty per cent) of the share capital of the Company at the time of passing the resolution for this authorisation. The number of those shares for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights during the term of this authorisation shall be included for the calculation of this limit. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.”*”

#### **Reasoning:**

For further reasons and explanations of the motion on item 7 of the agenda reference is made to the report of the Management Board pursuant to Sections 170 para 2 in connection with 153 para 4 Austrian Stock Corporation Act (AktG) regarding the authorisation of the Management Board to exclude the shareholders’ subscription right combined with the authorisation of the Management Board to increase the registered capital pursuant to section 169 Austrian Stock Corporation Act (AktG) in return for contributions in cash and/or in kind, published on the website of the company ([www.caimmo.com](http://www.caimmo.com)). This report will also be submitted to the General Meeting.

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**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.**

As at the date of publication of these motions (April 2018) the company has a total of 98,808,336 shares outstanding. The scope of the issuance authority for convertible bonds proposed for resolution amounts to 20% of the shares currently outstanding.

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

**Resolutions:**

- “1.1. The authorisation of the Management Board granted in the shareholder's meeting on 7 May 2013 to issue convertible bonds shall be withdrawn in the unused amount and the Management Board shall be authorised for a period of five years starting with the date of the resolution, with the consent of the Supervisory Board, to issue convertible bonds up to a total nominal amount of Euro 750,000,000.00 with conversion and/or subscription rights in respect of up to 19,761,667 ordinary bearer shares of the company representing a pro-rata amount of the share capital of the company of up to Euro 143,667,319.09, also in several tranches and to determine all other terms of the convertible bonds as well as in respect of the issuance and the conversion procedure. The convertible bonds may be issued against cash and also for contribution in kind. The shareholders' subscription rights are excluded. The authorisation to issue convertible bonds may also be exercised repeatedly. In that case the total number of (i) the shares already issued to holders of convertible bonds according to this authorisation and (ii) the shares in relation to which conversion and/or subscription rights may be exercised out of convertible bonds already issued and out of convertible bonds that may be issued pursuant to the repeated exercise of the issuance authorisation, must not exceed the total maximum amount set out in this resolution. The same applies mutatis mutandis for the total nominal amount of the convertible bonds set out in this authorisation. The fulfilment of the conversion and/or subscription rights can be effected through conditional capital, authorised capital, out of treasury shares or by way of delivery from third parties or a combination thereof.*
- 1.2. Under this authorisation convertible bonds may only be issued, if the total number of new shares for which conversion and/or subscription rights are granted by such convertible bonds shall not exceed 20% (twenty per cent) of the share capital at the time this authorisation is resolved upon. The number of those new shares shall be included for the calculation of this limit, which have been issued from authorised capital under exclusion of the shareholders' subscription rights during the term of this authorisation; further, the number of those shares, for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights on the basis of another authorisation during the term of this authorisation.*

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1.3. *The Management Board shall be authorised to determine, with the consent of the Supervisory Board and in accordance with the provisions of the Austrian Stock Corporation Act, the terms of issuance and the terms and conditions of the convertible bonds, in particular interest rate, issue price, maturity and denomination, dilution adjustment, conversion period and/or conversion date, conversion rights and/or conversion obligations, conversion ratio and conversion price as well as the terms for conversion and/or subscription. In particular, the following terms and conditions (or a combination thereof) may be provided for:*

- i. additional cash payment and consolidation or cash settlement for fractional amounts that cannot be converted;*
- ii. fixed or variable conversion ratio or the determination of the conversion price within a specified range dependent on the company's share price development during the term of the convertible bonds;*
- iii. the company's right, in case of conversion (exercise of the conversion and/or subscription right) not to deliver shares, but to pay an adequate cash amount on the basis of the company's share price;*
- iv. the company's right to redeem the convertible bonds prior to maturity at the nominal amount;*
- v. the right of the convertible bond holders to request redemption of the convertible bonds prior to the maturity date at the nominal amount; or*
- vi. the conversion obligation (conversion and/or subscription obligation) at the maturity date (or at another date) or the company's right to wholly or partially deliver shares of the company at the maturity date instead of making a cash payment to the holders of convertible bonds.*

1.4. *The convertible bonds may also be issued by a directly or indirectly wholly owned subsidiary of CA Immobilien Anlagen Aktiengesellschaft; in such case the Management Board shall be authorised, with the consent of the Supervisory Board, to issue a guarantee in respect of the convertible bonds and, in case of conversion (exercise of conversion and/or subscription rights) to deliver shares of the company.*

1.5. *The price of the convertible bonds shall be determined with regard to market-standard calculation methods in a market-standard pricing procedure. The price (issue price) of the convertible bonds thereby has to be determined by the price (issue price) of an ordinary fixed-interest bond and the price for the conversion rights taking into consideration the other terms and conditions. The issue price of a bond is determined on the basis of market-standard calculation methods subject to maturity of the bond, interest rate, current market interest rate as well as considering the credit rating of the company. The value of the conversion and/or subscription right is calculated by means of option price calculation, in particular considering maturity/exercise period, share price development (volatility) or other financial key performance indicators as well as the relation of the conversion and/or subscription price to the share price. Further conditions, e.g. rights of early redemption, a conversion obligation and a fixed or variable conversion ratio are to be considered.*

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1.6. *The issue price of the shares issued upon exercise of conversion (exercise of the conversion and/or subscription right) and the conversion and/or subscription ratio shall be determined with regard to market-standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital.*

1.7. *The share capital shall be conditionally increased in accordance with sec 159 para 2 no 1 of the Austrian Stock Corporation Act by up to Euro 143,667,319.09 by issuance of up to 19,761,667 new ordinary bearer shares. The conditional capital increase shall be executed to the extent that conversion and/or subscription rights of holders of convertible bonds issued by the company on the basis of the resolution of the shareholder's meeting of 9 May 2018 are fulfilled. The issue price and the conversion and/or subscription ratio shall be determined with regard to market standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital. The executive board shall be authorised, subject to the approval of the Supervisory Board, to determine further details of the execution of the conditional capital increase (especially issue price, rights attached to the shares, dividend entitlement). The supervisory board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares from the conditional capital.*

1.8. *The Articles of Association are amended in Article 4 (Registered Capital and Shares) to the effect that para 4 shall now read as follows:*

*“The share capital will be increased according to Section 159 para 2 no 1 of the Austrian Stock Corporation Act by up to EUR 47,565,458.08 through the issue of up to 6,542,704 ordinary bearer shares in the company (contingent capital increase 2013). The conditional capital increase will only be realised, if the bearer of the convertible bonds issued on the basis of the resolution of the Ordinary General Meeting on 7 May 2013 exercise their right to issue or to convert the convertible bonds into ordinary bearer shares. The amount of capital issued and the exchange ratio are to be established in compliance with recognised actuarial methods and the price of the company's ordinary shares in a recognised price fixing procedure (principles governing the calculation of the issue amount); the issue amount shall not be less than the pro rata amount of the share capital. The Management Board is authorised with the approval of the Supervisory Board to determine the other details of the conditional capital increase (in particular the issue price and the scope of the rights inherent in the shares). The Supervisory Board is authorised to adopt amendments to the Articles of Association arising from the issue of shares on the basis of the conditional capital increase.“*

*and a new para 5 shall be added to Article 4 that shall read as follows:*

*“The registered capital of the company is increased conditionally in accordance with sec 159 para 2 no. 1 of the Austrian Stock Corporation Act (Aktiengesetz) by up to Euro 143,667,319.09 by issuance of up to 19,761,667 new ordinary bearer shares (contingent capital increase 2018). The conditional capital increase shall be executed to the extent that conversion and/or*

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*subscription rights of holders of convertible bonds issued by the company on the basis of the resolution of the shareholders' meeting of 9 May 2018 are fulfilled. The issue price and the conversion and/or subscription ratio shall be determined with regard to market standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital. The Management Board shall be authorised, subject to the approval of the Supervisory Board, to determine further details of the execution of the conditional capital increase (especially issue price, rights attached to the shares, dividend entitlement). The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares from the conditional capital. ““*

**Reasoning:**

For further reasons and explanations of the motion on item 8 of the agenda, reference is also made to the report of the Management Board regarding the authorisation to exclude the subscription right in connection with the authorisation of the Management Board to issue convertible bonds (Section 174 para 4 in conjunction with Section 153 para 4 of the Austrian Stock Corporation Act), published on the website of the company ([www.caimmo.com](http://www.caimmo.com)). This report will also be submitted to the General Meeting.

**9. Resolution on authorisations of the Management Board for the repurchase and sale of treasury shares.**

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

**Resolutions:**

*“1. The authorisation of the Management Board granted in the extraordinary shareholders' meeting on 3 May 2016 to purchase treasury shares shall be withdrawn and the Management Board shall be authorised in accordance with section 65 para 1 no 8 and para 1a and para 1b Austrian Stock Corporation Act (AktG) for a period of 30 months from the date of the adopted resolution, with the consent of the Supervisory Board, to repurchase treasury shares in the company for a total of up to 10 per cent of the share capital of the company. The lowest amount payable on repurchase shall not be less than 30% and shall not exceed 10% of the average unweighted price at the close of the market on the ten trading days preceding the repurchase. The Management Board shall further be authorised to determine the respective other terms and conditions of the repurchase. Trading in treasury shares shall be excluded as the purpose of the purchase. The Management Board may elect to make the acquisition either on the stock exchange, or by way of a public offering, or in another lawful, expedient way, including, but not limited to, in particular, off the exchange, or from individual shareholders who are willing to sell their shares and under exclusion of the shareholders' pro rata rights to purchase that may be linked with such acquisition. The authorisation may be exercised in full or in part or in multiple partial amounts by the company, companies affiliated with it or by third parties for their account, and in pursuit of one or more purposes.*

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2. *The shareholder's general purchase options in conjunction with the utilisation of treasury shares to service the convertible bonds issued based on the authorisation granted on 7 May 2013 or based on the authorisation granted in the shareholder's meeting on 9 May 2018 are excluded.*
3. *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 domestically or abroad,*
  - ii. *to sell treasury shares at any time pursuant to Section 65 para 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 shareholders' general purchasing options (exclusion of the pro rata right to repurchase), by any lawful means, including off the exchange, with the consideration payable not being lower than 10% of the average unweighted price at the close of the market on the ten trading days preceding the sale, and*
  - iv. *to reduce the company's share capital pursuant to Section 65 para 1 no 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.*

**Reasoning:**

For further reasons and explanations of the motion on item 9 of the agenda reference is also made to the report of the Management Board regarding the authorisation of the Management Board to exclude the shareholders' pro-rata right to sell their shares in the course of an off-exchange repurchase of treasury shares and to exclude the pro-rata right to purchase (exclusion of subscription right) in the case of sale of treasury shares in another way than over the stock exchange or through a public offering (section 65 para 1b in connection with section 153 para 4 Austrian Stock Corporation Act), published on the website of the company ([www.caimmo.com](http://www.caimmo.com)). This report will also be submitted to the General Meeting.

Vienna, 11 April 2018

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