

Convocation

32nd Annual General Meeting („AGM“)
CA Immobilien Anlagen Aktiengesellschaft
Studio 44 of the Austrian Lotteries (Österreichische Lotterien), Rennweg 44,
1038 Vienna
9 May 2019, 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 **32nd Annual General Meeting** of CA Immobilien Anlagen Aktiengesellschaft, which is to be held **at 2:00pm (Vienna time) on Thursday, 9 May 2019** 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 2018 together with the Management Reports, the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2018 financial year.
2. Resolution appropriating the net profit recognized in the Annual Financial Statements for the 2018 financial year.
3. Resolution discharging the members of the Management Board for the 2018 financial year.
4. Resolution discharging the members of the Supervisory Board for the 2018 financial year.
5. Resolution on the remuneration of the Supervisory Board for the 2018 financial year.
6. Appointment of the auditor and Group auditor for the 2019 financial year.
7. Elections to the Supervisory Board.
8. 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.

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 2019, it will be continued on 10 May 2019, at 00:00 hours (Vienna time), and 10 May 2019 shall also be deemed as date on which the Annual General Meeting has been convened.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available to shareholders at the Annual General Meeting, at the company's head office, 1030 Wien, Mechelgasse 1, Corporate Office, during business hours and on our website

1

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.

<http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/> by 18 April 2019 at the latest:

- the documents listed in agenda item 1
- the motions for resolutions of the Management Board and the Supervisory Board concerning agenda items 2 through 8
- 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 8 (authorisation of the Management Board for the repurchase and sale of treasury shares)
- 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).

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 Annual 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 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 2019 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 29 April 2019 at the latest

2

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.

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)

With regard to agenda item 7 “Elections to the Supervisory Board” and the case that an election proposal is submitted by shareholders pursuant to section 110 Austrian Stock Corporation Act (AktG), the Company indicates that section 86 para 7 Austrian Stock Corporation Act (AktG) is applicable for CA Immobilien Anlagen Aktiengesellschaft.

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 the General 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 six members elected by the Annual General Meeting, three members delegated by registered shares (shareholder representatives) and four employee representatives (pursuant to section 110 of the Labour Constitution Act (ArbVG). The nine shareholder representatives contain seven men and two women. The four employee representatives contain three men and one woman.

It is hereby stated that pursuant to section 86 para 9 of the Austrian Stock Corporation Act (AktG) the majority of the shareholder representatives have raised an objection and that therefore the separate fulfilment rule pursuant to section 86 para 7 of the Austrian Stock Corporation Act (AktG) applies.

In case that an election proposal is submitted by shareholders, it has to be considered that the minimum quota increases with the number of shareholders’ representatives. In case that the election proposal by the Supervisory Board of nine shareholders’ representatives is accepted but also in case that the number of shareholders’ representatives will be increased to ten or eleven, the Supervisory Board (shareholders’ representatives) must comprise at least three women. In case that the number of shareholders’ representatives will be increased to twelve shareholders’ representatives, the Supervisory Board must comprise at least four

3

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.

women in order to fulfil the quota regulation according to section 86 para 7 Austrian Stock Corporation Act (AktG).

Right to request information

In the Annual 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, shall be submitted, for the sake of an efficient meeting, in good time before the Annual 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.

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/>.

Right of shareholders to make motions pursuant to section 119 Austrian Stock Corporation Act (AktG) in the Annual 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 ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise the voting right and other shareholder rights assertable at the Annual General Meeting is determined pursuant to section 111 Austrian Stock Corporation Act (AktG) by the share ownership at the end of 29 April 2019, 24:00 hours Vienna time (record date). To participate in the Annual 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 6 May 2019, exclusively at one of the following addresses:

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.

as document signed by officers representing the issuing credit institution 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* (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 2019, 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.

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 6 May 2019 at the latest, shall be entitled to participate in the Annual 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 Annual General Meeting or submission of deposit confirmation does not block shareholders from their right to freely dispose of their shares.

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.

REPRESENTATION BY PROXY

Each shareholder entitled to participate in the Annual General Meeting is entitled to appoint a proxy (representative) to attend the Annual 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 Annual 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/>.

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 Annual General Meeting, it must be received by the Company by 4:00 pm Vienna time on 8 May 2019 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 Annual 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.

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

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.

TOTAL NUMBER OF SHARES AND VOTES

At the date of convening the Annual 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 Annual 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 ANNUAL GENERAL MEETING

For admission to the Annual General Meeting please bring your registration confirmation to attend the Annual 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 Annual 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.

On the day of the Annual General Meeting, the use of the garage "Botanischer Garten" (Praetoriusgasse 1, 1030 Vienna) is free of charge for those participants of the Annual General Meeting, who present their parking tickets at the registration. The Studio 44 is just 10 minutes' walk away from the garage "Botanischer Garten" or you can use the tram line 71 direction "Zentralfriedhof" exit at stop "Kleistgasse".

INFORMATION ON DATA PROTECTION

CA Immobilien Anlagen Aktiengesellschaft processes the personal data of its shareholders (including, but not limited to, those pursuant to sec. 10a para 2 of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, securities deposit number, number of shares held by the shareholder, class of shares where applicable, voting card number and, where applicable, name and date of birth of the proxy or proxies) on the basis of the applicable data privacy provisions, including, without being limited to, the EU General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, to enable the shareholders to exercise their rights at the Annual General Meeting. Information on the processing of personal data of participants of the Annual General Meeting is available at <https://www.caimmo.com/en/data-protection-declaration/> or <https://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

Vienna, 11 April 2019

The Management Board

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.