

## Information

32nd Annual General Meeting  
CA Immobilien Anlagen Aktiengesellschaft  
Studio 44 of the Austrian Lotteries (Österreichische Lotterien), Rennweg 44,  
1038 Vienna  
9 May 2019, 2:00pm (Vienna time)



### INFORMATION ON SHAREHOLDERS' RIGHTS

#### Date and venue

The 32nd Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft will be held at **2:00pm (Vienna time) on Thursday, 9 May 2019 in Studio 44 of the Austrian Lotteries (Österreichischen Lotterien)**, Rennweg 44, 1038 Vienna.

Based on experience from previous years we expect the Annual General Meeting to close on time. Should it not be possible, contrary to expectations, to close the Annual General Meeting by 24:00 hours (Vienna time) on 9 May 2019, it will be continued on 10 May 2019, at 00:00 hours (Vienna time).

#### Documents for the General Meeting

All documents for the General Meeting will be available to shareholders on our website <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/> on 18 April 2019 at the latest. Furthermore, all documents can also be viewed during normal business hours on the premises of the Company's headquarters at 1030 Vienna, Mechelgasse 1, Corporate Office Department, and will be sent to shareholders upon request (contact: Corporate Office Department, T +43 (1) 5325907 - 502 or e-mail [ir@caimmo.com](mailto:ir@caimmo.com)).

#### Addition of items to the agenda according to Section 109 Austrian Stock Corporation Act (AktG)

Shareholders whose interests individually or collectively total at least **5% of the share capital** can request in writing that **items be added to the agenda** of this General Meeting and be announced. Each agenda item submitted must be accompanied by a motion for a resolution and reasoning. Proposers must have **continuously held the shares for at least three months before making such a submission**. Such a shareholder request is only considered if received by the Company in writing by **18 April 2019** at the latest. "In writing" means personal signature or corporate signature by every applicant. Such shareholder requests are to be addressed exclusively to

#### CA Immobilien Anlagen Aktiengesellschaft

##### Corporate Office Department

Mechelgasse 1, 1030 Vienna.

For **bearer shares**, shareholding and the entitlement to exercise shareholder rights may be evidenced by a **deposit confirmation** according to Section 10a Austrian Stock Corporation Act (AktG), confirming that the requesting shareholder has continuously held the shares for at least three months before submitting the request. Such deposit confirmation shall not be more than seven days old when

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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). The other requirements to be satisfied by the deposit confirmation are set forth in the remarks concerning eligibility to participate.

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.

Pursuant to Section 128 para. 5 Austrian Stock Corporation Act (AktG) a German version of any proposal must also be submitted.

### **Shareholders' motions for resolutions according to Section 110 Austrian Stock Corporation Act (AktG)**

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 of this General Meeting 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 is to be attached and any comments by the Management Board or Supervisory Board, are published on the Company's website. Such a request is only considered if received by the Company in text form by **29 April 2019** at the latest. The motion, but not its reason, must be written in German. 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). In such a declaration, the nominee must set out his professional qualifications, professional or similar positions, and any circumstances which may give rise to concerns regarding conflicts of interest. Such proposals are to be addressed exclusively

**by post to:** CA Immobilien Anlagen Aktiengesellschaft  
Corporate Office

Mechelgasse 1, 1030 Vienna

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

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

For **bearer shares**, shareholding and the entitlement to exercise shareholder rights 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). The other requirements to be satisfied by the deposit confirmation are set forth in the remarks concerning eligibility to participate.

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.

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Pursuant to Section 128 para. 5 Austrian Stock Corporation Act (AktG) a German version of any motion for resolution must also be submitted. A vote on a motion for resolution, which has been published pursuant to Section 110 Austrian Stock Corporation Act (AktG), is only required if it is repeated as a motion at the General Meeting.

**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 and three members delegated by registered shares (shareholder representatives) as well as 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 will be increased to twelve shareholders’ representatives, the Supervisory Board Board (shareholders’ representatives) must comprise at least four women in order to fulfil the quota regulation according to section 86 para 7 Austrian Stock Corporation Act (AktG).

**Record date and entitlement to participate at the General Meeting pursuant to Section 111 Austrian Stock Corporation Act (AktG)**

The entitlement to participate at the General Meeting and to exercise voting rights and other shareholder rights assertable at the General Meeting is determined by the **share ownership at midnight Vienna time on 29 April 2019 (record date)**. To participate in the General Meeting, shareholders must evidence their shareholding at that date.

3

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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). Such receipt must be received by the Company no later than **6 May 2016**, 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**  
**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 in the formats PDF, JPG, TXT or TIF)

**by SWIFT:** **GIBAATWGGMS**

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

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. Registered shareholders shall be entitled to participate at the General Meeting whose registration is received by the Company in text form exclusively at one of the following addresses by **6 May 2019** at the latest:

**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.

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

The deposit confirmation must refer to the record date stated above and must be received by the Company until the 3<sup>rd</sup> working day preceding the General Meeting at the latest. **The final acceptance date is therefore 6 May 2019.** The deposit confirmation may **not be older than seven days** when presented to the Company.

The deposit confirmation must be issued by a 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,

4

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- 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.

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 (see above).

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 a representative (proxy holder) pursuant to Sections 113 and 114 Austrian Stock Corporation Act (AktG)**

Each shareholder entitled to participate in the General Meeting is entitled to appoint a natural or legal person as its representative (proxy holder). The proxy holder participates in the General Meeting on behalf of the shareholder and may exercise the same rights as the represented shareholder.

Each proxy must clearly specify the proxy holder(s) by name. The shareholder is not restricted regarding number and choice of proxy holders, however, the Company itself or members of the Management Board or Supervisory Board may only exercise voting rights as proxy holder(s) to the extent the shareholder has issued explicit voting instructions for each agenda item.

The power of attorney (proxy) must be issued to a specific person. 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.

A shareholder may grant power of attorney (proxy) to the credit institution where the shares are held on a securities account, after discussion with such institution. In such case, in addition to the deposit confirmation, it is sufficient that the credit institution confirms to the Company, in a manner permitted for so doing (see above), that it has been granted power of attorney (proxy); in such case the power of attorney (proxy) does not need to be submitted to the Company separately.

Mr. Florian Beckermann (Austrian Shareholders' Association (IVA – Interessensverband für Anleger), Feldmühlgasse 22, 1130 Vienna, Austria), 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).

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The Company has provided forms for granting of a power of attorney (proxy) on its website (<http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>). In order to facilitate the administration of the powers of attorney (proxies) shareholders are advised to use the forms provided on the website. We will be pleased to send the relevant forms to shareholders on request (contact: Corporate Office Department, T +43 (1) 5325907 - 502 or e-mail [ir@caimmo.com](mailto:ir@caimmo.com)).

An issued power of attorney (proxy) may be revoked by the shareholder. The revocation is only effective upon receipt by the Company.

Declarations on the issuing and revocation of power of attorney (proxy) can be conveyed to the company solely by one of the following routes:

**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; it is essential that ISIN AT0000641352 is stated in the text for bearer shares and AT0000641345 in the case of registered shares.

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

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

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 2019 at the latest**.

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

### **Guidance concerning the right to request information according to Section 118 Austrian Stock Corporation Act (AktG)**

In the General Meeting, each shareholder is entitled to request information concerning the affairs of the Company to the extent necessary to properly evaluate an agenda item. The obligation to provide information also encompasses the Company's legal and business relationships with an affiliate. If the consolidated financial statements and the group management report are presented in the General Meeting of a parent company (Section 244 of the Austrian Commercial Code (UGB)), the obligation to provide information also encompasses the standing of both the group and the companies that are included in the consolidated financial statements.

Information is to be provided in compliance with the principles of conscientious and faithful reporting.

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Information can be refused if

- according to sound business judgment, it may significantly prejudicing the Company or an affiliate, or
- if its disclosure would constitute a criminal offence.

The Chairman of the General Meeting will preside over the meeting and determine the sequence of the proceedings, the manner in which the voting right is exercised and the procedure for counting votes. He is entitled to reasonably restrict the time allowed for shareholders to ask questions and speak.

Questions, the response to which require longer preparation time, shall be submitted, for the **sake of an efficient meeting**, in good time before the General Meeting via fax to +43 (0)1 8900 500 82, via e-mail to [anmeldung.caimmoag@hauptversammlung.at](mailto:anmeldung.caimmoag@hauptversammlung.at) or in writing to CA Immobilien Anlagen AG, Mechelgasse 1, 1030 Vienna, Corporate Office Department.

### **Proposals to the General Meeting according to Section 119 Austrian Stock Corporation Act (AktG)**

Each shareholder and both the Management Board and the Supervisory Board are entitled to present proposals to the General Meeting on any duly announced agenda item. No resolution may be adopted concerning any subject that was not properly announced as agenda item. An announcement is not required for motions presented at the General Meeting calling for a General Meeting to be convened and for deliberation items, which do not give rise to a resolution.

A motion for a resolution that was announced according to Section 110 Section 1 Austrian Stock Corporation Act (AktG), shall only be taken to a vote if such motion is repeated as a proposal at the General Meeting.

### **Other organisational matters**

Upon entering the General Meeting, shareholders and proxies may be asked to prove their identity by showing a generally accepted and valid identity document bearing a photograph, such as a passport or ID card. 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. Doors open for the collection of voting cards at 1:00pm (Vienna time).

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”.

The Company is allowed to make a video and audio record of the General Meeting. Further, the Management Board is entitled, with the consent of the Supervisory Board, to publicly broadcast the General Meeting.

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### **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/>.

**Please address any questions to:**

**CA Immobilien Anlagen AG**

Claudia Höbart

Head of Corporate Office

Tel.: +43 (0)1 532 59 07 502

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[www.caimmo.com](http://www.caimmo.com)

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