

## Convocation

Extraordinary General Meeting of  
CA Immobilien Anlagen Aktiengesellschaft  
in Strauchgasse 4, 1010 Vienna (Palais Ferstel)  
10 November 2023, 10:00am (Vienna time)



## CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT

Vienna

FN 75895k

ISIN AT0000641352 (Bearer Shares)

ISIN AT0000641345 (Registered Shares)

### Convocation of an Extraordinary General Meeting

on

**Friday, 10 November 2023, at 10:00am (Vienna time)**

in Palais Ferstel, Strauchgasse 4, 1010 Vienna

We hereby invite our shareholders to an Extraordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft, which is to be held at 10:00am (Vienna time) on Friday, 10 November 2023 in Palais Ferstel, Strauchgasse 4, 1010 Vienna.

## I. AGENDA

1. Resolution on appropriating the net profit recognized in the Annual Financial Statements for the 2022 financial year.
2. Resolution on the change of the remuneration policy covering the principles of remuneration for the Management Board and the Supervisory Board.

## II. DOCUMENTS FOR THE GENERAL MEETING

In particular, the following documents will be made available on the Company's website at <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/> by 20 October 2023 at the latest:

- the request for the convocation of this extraordinary general meeting by the shareholder SOF-11 Klimt CAI S.à r.l.;
- this convocation;
- the adopted financial statements and the consolidated financial statements of the company as of 31 December 2022 together with the management reports, the corporate governance report, and the report of the Supervisory Board for the financial year 2022;
- the motion for resolution of the shareholder SOF-11 Klimt CAI S.à r.l dated 18 September 2023 pertaining to agenda item 1;

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- the motion for resolution of the Supervisory Board pertaining to agenda item 2;
- the proposed new version of the remuneration policy to be adopted;
- information on data protection;
- the forms for granting and revoking proxy -together with an instruction form- pursuant to section 114 Austrian Stock Corporation Act (AktG), including for the proxy nominated by the company, Mr. Florian Beckermann;
- the form for questions.

### **III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE GENERAL MEETING**

The right to participate in the General Meeting and to exercise the voting right and other shareholder rights assertable at this General Meeting is determined pursuant to section 111 Austrian Stock Corporation Act (AktG) by the share ownership at the **end of 31 October 2023, 24:00 hours Vienna time (record date)**. Only those who are shareholders on this record date and provide proof of this to the Company are entitled to participate in this General Meeting.

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 confirmation must be received by the Company **no later than 7 November 2023 as a document signed by officers representing the issuing credit institution**, exclusively at one of the following addresses:

via mail or courier service at the address:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50

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

**Shareholders will only be admitted to the General Meeting if they have provided the company with a deposit confirmation in time.**

#### **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),

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- 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 31 October 2023, 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 7 November 2023, 24 hours Vienna time at the latest**, shall be entitled to participate in the General Meeting:

via mail or courier service at the address:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50

by e-mail: *anmeldung.caimmo@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 on the record date 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. Shareholders are requested to contact their custodian bank in good time to arrange for the issue and transmission of a deposit confirmation.

## **IV. 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 possible, 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 9:00am (Vienna time) for the collection of voting cards.

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## V. 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:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50

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

by SWIFT: GIBAATWGGMS  
Message Type MT598 or MT599; please indicate ISIN AT0000641345 in the wording.

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 <https://www.caimmo.com/de/investor-relations/hauptversammlung/>.

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 9 November 2023 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. The form for the granting or revocation of proxy available on the Company's website can be used for this purpose. 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 [beckermann.caimmo@hauptversammlung.at](mailto:beckermann.caimmo@hauptversammlung.at).

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

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

### **1. 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 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 23 October 2023** addressed **exclusively to CA Immobilien Anlagen Aktiengesellschaft, 1030 Vienna, Mechelgasse 1, Corporate Office Department, Christoph Thurnberger**. 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.

### **2. 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 2 November 2023 at the latest**

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

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

by fax: +43 (0)1 8900 500 50

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

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

### **3. Right to information during the General Meeting**

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 that require a certain preparation time to be answered should, in the interest of efficiency of the meeting, be submitted in good time before the General Meeting

via mail or courier service at the address:

CA Immobilien Anlagen AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242  
St. Lorenzen am Wechsel

by fax: +43 (0)1 8900 500 50

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

If possible, please use the question form, which is available on the company's website at <https://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

The Chairman of the general meeting will structure the course of the general meeting in terms of time, as in the case of an attendance general meeting, and in particular announce a specific time by which questions can be asked.

A prerequisite for the exercise of the shareholders' right to information is the proof of the right to participate according to section III. of this convocation.

### **4. Shareholders' right to vote, submit motions and raise objections at the General Meeting**

Every shareholder – irrespective of a specific shareholding – is entitled to submit motions for each agenda item, to vote and make objections to the minutes of the general meeting, either in person or through a representative or proxy.

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

At the date of convening the General Meeting, the Company's share capital totals 774,229,017.02 euros and is divided into 106,496,426 no-par shares, consisting of 106,496,422 bearer shares and four registered shares whereby each share grants one vote. At the time of convening the General Meeting, the Company holds 8,780,037 treasury shares, for which voting rights are dormant (section 65 para 5 Austrian Stock Corporation Act (AktG)). Thus, the total number of votes is 97,716,389.

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## VIII. 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 General Meeting. Information on the processing of personal data of participants of the 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, October 2023

The Management Board

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