

Proposed resolutions of the administration

for the 37th Annual General Meeting (“AGM”) of
CA Immobilien Anlagen Aktiengesellschaft
in 1010 Vienna, Strauchgasse 4 (Palais Ferstel)
2 May 2024, 10:00 am (Vienna time)



PROPOSAL FOR RESOLUTIONS OF THE ADMINISTRATION ON AGENDA PURSUANT TO SECTION 108 OF THE STOCK CORPORATION ACT (AKTG)

1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2023 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2023 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 will be adopted in respect of this agenda item. The 2023 financial statements have already been approved by the Supervisory Board and have thus been adopted.

2. Resolution appropriating the net profit recognized in the Annual Financial Statements for the 2023 financial year

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

Resolution:

“From the distributable retained earnings in the amount of Euro 460,572,473.47 shown in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of December 31, 2023, a dividend of Euro 0.80 shall be distributed on each share of the Company entitled to dividend as of the dividend record date (May 8, 2024) and the remaining part of the retained earnings shall be carried forward to new account. The dividend is due for payment on May 13, 2024 (payment date); ex-dividend date is May 7, 2024.”

Note:

At the time of publication of these proposed resolutions, the Company has issued a total of 106,496,426 no-par value shares, divided into 106,496,422 bearer shares and four registered shares. At the time of publication of these proposed resolutions, the Company holds 8,780,037 treasury shares which are not entitled to dividends, so that on the total number of 97,716,389 shares of the Company entitled to dividends a dividend of in total Euro 78,173,111.20 will be distributed to the shareholders and the remaining net profit of Euro 382,399,362.27 will be carried forward to new account. Any new shares issued between the publication of these proposed resolutions and the dividend record date will also be entitled to dividends. The total amount of the dividend is therefore calculated by multiplying the amount of Euro 0.80 by the number of shares of the Company carrying dividend rights on the dividend record date. The number of shares entitled to dividend may still change up to the date of the Annual General Meeting. In this case, the proposed resolution will be adjusted to the number of shares carrying dividend

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rights at the time of the Annual General Meeting.

To the extent that the number of shares carrying dividend rights has changed by the date of the Annual General Meeting, the proposed resolution on the appropriation of net income will be modified so that the amount of the dividend per share remains unchanged, while the total distribution amount, the amount to be transferred to retained earnings and the amount of profit carried forward are adjusted accordingly.

3. Resolution discharging the members of the Management Board for the 2023 financial year

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

Resolution:

„The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2023 financial year.“

4. Resolution discharging the members of the Supervisory Board for the 2023 financial year

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

Resolution:

„The members of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2023 financial year.“

5. Resolution on the remuneration of the Supervisory Board for the 2023 financial year

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

Resolution:

“For the 2023 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of Euro 75.000,00, 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 deputies 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 meeting of the Supervisory Board or one of its committees to which they belong.”

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. The amount proposed for resolution

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considers a fixed remuneration of 30,000.00 euros, which has been determined under appropriateness criteria at a level in order to take into account the average remuneration of the Supervisory Board of the issuers included in the ATX and of the Austrian peer group.

6. Appointment of the auditor and Group auditor for the 2024 financial year

Following a recommendation of its Audit Committee, the Supervisory Board proposes that the Annual General Meeting adopts 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 2024 financial year.”

7. Resolution on the Company's remuneration report for the 2023 financial year

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

Resolution:

“The remuneration report for the 2023 financial year shall be adopted as (in the course of preparation of the Annual General Meeting) published on the Company's website (www.caimmo.com).”

Reasoning:

In accordance with section 78c in conjunction with section 98a Austrian Stock Corporation Act (AktG), the Management Board and the Supervisory Board of a publicly listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and members of the Supervisory Board. The remuneration report 2023 was prepared in accordance with legal requirements and approved by the Management Board and Supervisory Board.

8. Election to the Supervisory Board

The Supervisory Board proposes that the Annual General Meeting adopts the following resolution:

Resolution:

„Mr. Jeffery Dishner, born on 15 September 1964, is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the 2028 financial year.“

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Reasoning:

The election proposal of the Supervisory Board is based on the requirements set forth in section 87 para 2 Austrian Stock Corporation Act (AktG) and in the Corporate Governance Code.

The proposed candidate has submitted a declaration pursuant to section 87 para 2 Austrian Stock Corporation Act (AktG), which is also available on the company's website along with the respective curriculum vitae.

In making its proposals, the Supervisory Board has sufficiently taken into account the professional and personal qualifications of the members as well as a balanced composition of the Supervisory Board with regard to the members' job qualifications, including aspects of the Supervisory Board's diversity in terms of gender and age and the internationality of its members in line with section 87 para 2a Austrian Stock Corporation Act (AktG).

The Annual General Meeting is bound by election proposals in the following manner: Nominations by shareholders whose shares together amount to one percent of the share capital and the declarations pursuant to Section 87 (2) AktG must be received by the company in text form for each person nominated no later than April 22, 2024 and made available on the company's website on April 24, 2024, otherwise the person concerned may not be included in the vote. With regard to the details and requirements for the consideration of such election proposals, reference is made to the information on shareholders' rights which is also available on the Company's website.

Voting recommendation on ad-hoc proposals

The Management Board and Supervisory Board propose that the shareholders instruct their proxies to exercise their voting rights with regard to item "other items for resolution" of the Proxy Authorization form as follows:

"Shareholders vote for motions submitted or amended by the Management Board or the Supervisory Board before or during the Annual General Meeting."

Reasoning:

This voting recommendation is intended to ensure proper and informed decision-making for shareholders at the Annual General Meeting. If the Management Board or the Supervisory Board submits amended or new proposals for resolutions before or during the Annual General Meeting, these are orientated towards the company's best interests and are therefore generally also in the interests of the shareholders. In view of the obligation of the management (Section 108 AktG) to disclose voting proposals to shareholders in advance as far as possible, the management will only make use of this authorisation for objective reasons. We therefore recommend voting in favour of these motions.

Vienna, April 2024

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