

## Proposed resolutions of the administration

for the 39<sup>th</sup> Annual General Meeting (“AGM”) of  
CA Immobilien Anlagen Aktiengesellschaft  
in 1010 Vienna, Wipplingerstraße 34 (Börsensäle Wien)  
6 May 2026, 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 2025 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2025 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 2025 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 2025 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 467,709,040.81 shown in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of December 31, 2025, a dividend of Euro 0.90 shall be distributed on each share of the Company entitled to dividend as of the dividend record date (May 11, 2026) and the remaining part of the retained earnings shall be carried forward to new account. The dividend is due for payment on May 13, 2026 (payment date); ex-dividend date is May 8, 2026.”*

##### **Note:**

At the time of publication of these proposed resolutions, the Company has issued a total of 94,089,593 no-par value shares, divided into 94,089,589 bearer shares and four registered shares. At 1 April 2026, the Company holds 1,708,910 treasury shares which are not entitled to dividends, so that on the total number of 92,380,683 shares of the Company entitled to dividends a dividend of in total Euro 83,142,614.70 will be distributed to the shareholders and the remaining net profit of Euro 384,566,426.11 will be carried forward to new account. Any new shares issued between 1 April 2026 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 0.90 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 rights at the time of the Annual General Meeting.

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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 2025 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 2025 financial year.“*

### **4. Resolution discharging the members of the Supervisory Board for the 2025 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 2025 financial year.“*

### **5. Resolution on the remuneration of the Supervisory Board for the 2025 financial year**

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

**Resolution:**

*“For the 2025 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of Euro 133,500.00, whereby each member of the Supervisory Board receives, in addition to the reimbursement of cash expenditures, a fixed annual remuneration of Euro 30,000.00. The Chairman receives four times 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 Euro 1,500.00 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 Euro 30,000.00, 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 2026 financial year**

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

### **Resolution:**

*“Deloitte Audit Wirtschaftsprüfungs GmbH (FN 36059 d), Renngasse 1/Freyung, 1010 Wien, 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 2026 financial year.”*

## **7. Resolution on the Company's remuneration report for the 2025 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 2025 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 2025 was prepared in accordance with legal requirements and approved by the Management Board and Supervisory Board.

## **8. Resolution on the authorisations of the Management Board in connection with the acquisition and sale of treasury shares, in each case also excluding the (reverse) subscription right of shareholders and report of the Executive Board pursuant to § 65 para 3 AktG in connection with the acquisition of treasury shares.**

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

*"1. Pursuant to § 65 para 1 subpara 8 and para 1a and para 1b of the Austrian Stock Corporation Act, the Management Board shall be authorised - subject to any reduction in the number of treasury shares held by the Company as a result of the sale and/or redemption of treasury shares -, with the*

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*consent of the Supervisory Board, to acquire treasury shares of the Company for a period of 30 months from the date of the resolution. The Management Board may exercise this authorisation within the statutory limits on the maximum permissible number of treasury shares on one or more occasions up to a total of 10% of the share capital available after the sale or retirement of the treasury shares. The proportion of the share capital represented by the shares acquired by the Company on the basis of this authorisation or otherwise may not exceed 10% of the share capital at any time. The consideration to be paid for the repurchase may not be less than 30% below and not more than 10% above the average, unweighted stock exchange closing price of the ten trading days preceding the repurchase. The Executive Board is further authorised to determine the respective other repurchase conditions. Trading in own shares is excluded as a purpose of the acquisition.*

*The acquisition may, at the discretion of the Management Board, be effected on the stock exchange or by means of a public offer or, with the consent of the Supervisory Board, in any other legally permissible and expedient manner, in particular also over the counter and/or by individual shareholders and under exclusion of the quota tender right (reverse subscription right). The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or more purposes by the Company, its affiliated companies (§ 189a Z 8 UGB) or for their account by third parties. The repeated exercise of this authorisation is also permissible.*

- 2. The general repurchase right (subscription right) of the shareholders shall be excluded when using the treasury shares to back the convertible bonds issued on the basis of the authorisation from May 4, 2023 ("direct exclusion").*
- 3. The Management Board is further authorised, with the consent of the Supervisory Board, to resell the acquired treasury shares via the stock exchange or a public offer without a further resolution of the General Meeting and to determine the terms and conditions of the sale.*

*Furthermore, the Management Board is authorised, with the consent of the Supervisory Board, for a period of five years from the date of today's resolution, to choose a legally permissible method of sale other than via the stock exchange or a public offer for the sale of treasury shares in accordance with § 65 paragraph 1b of the Austrian Stock Corporation Act and to decide on any exclusion of the shareholders' repurchase right (subscription right) and to determine the conditions of sale. These authorisations include, in particular, the sale of own shares in a legally permissible manner other than via the stock exchange or a public offer for the following purposes:*

- i. in order to be able to sell the shares for a consideration other than cash, provided that this serves the purpose of acquiring (also indirectly) companies, businesses, parts of businesses, shares in one or more companies as well as real estate and real estate portfolios in Austria and abroad;*
- ii. to transfer shares to employees, officers and members of the Management Board of the Company or its subsidiaries (§ 189a Z 7 UGB) for remuneration purposes;*
- iii. to service conversion and subscription rights under convertible bonds; and*

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- iv. *to resell the treasury shares with partial or complete exclusion of the shareholders' repurchase rights (exclusion of subscription rights) in any legally permissible manner, including over-the-counter.*
4. *In addition, the Management Board shall be authorised, with the consent of the Supervisory Board, to reduce the share capital of the Company pursuant to § 65 para 1 subpara 8 last sentence in conjunction with § 192 of the Austrian Stock Corporation Act (AktG) by redeeming the Company's treasury shares or treasury shares acquired on the basis of this authorisation without any further resolution of the General Meeting, whereby the Supervisory Board shall be authorised to resolve on amendments to the Articles of Association resulting from the redemption of shares.*
5. *The authorisations in question may be used once or several times, in whole or in part, individually or jointly, within the legal limits.*
6. *The authorisations to acquire and sell treasury shares resolved by the Annual General Meeting of the Company on 5 May 2025 under agenda item 9 shall be revoked. The provisions of this resolution shall apply to the treasury shares held by the Company at the time of the resolution."*

***Justification:***

For further justification and explanation of the proposed resolution on item 8. of the agenda, reference is also made to the report of the Management Board published on the website of the Company ([www.caimmo.com](http://www.caimmo.com)) in connection with the authorisation of the Management Board to exclude the quota tender right of the shareholders (reverse subscription right) in the case of off-market acquisition of own shares as well as to exclude the quota purchase right of the shareholders (exclusion of subscription right) in the case of sale of own shares other than via the stock exchange or by means of a public offer (§ 65 para. 1b in connection with § 153 para. 4 AktG). This report will also be presented to the Annual General Meeting.

**Voting recommendation on ad hoc shareholder 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 against all shareholder proposals that are only made available on the Company's website after the record date of the Annual General Meeting (April 26, 2026, 24:00 hours, Vienna time) or that are only made or amended in the course of the Annual General Meeting."*

**Reasoning:**

This voting recommendation is intended to ensure proper and informed decision-making for shareholders at the Annual General Meeting. It is important for shareholders to have sufficient time before the shareholders' meeting to give instructions to their proxies as to how to vote on the proposed resolutions and exercise their shareholder rights. In the case of shareholder motions submitted

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immediately before the Annual General Meeting or motions that are even submitted on an ad hoc basis during the Annual General Meeting, voting instructions often received too late. This means that only a very small group of shareholders can issue voting instructions in due time. This favors the formation of random majorities. By issuing a voting instruction as recommended above by the Management Board and Supervisory Board, shareholders can ensure that majorities at the Annual General Meeting are not improperly influenced by unannounced resolution proposals or ad hoc motions.

Vienna, April 2026

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