

## **Motions for resolution**

35<sup>th</sup> Annual General Meeting ("AGM")  
CA Immobilien Anlagen Aktiengesellschaft  
in the premises of the Company, Mechelgasse 1, 1030 Vienna  
5 May 2022, 11:00 am (Vienna time)



M O T I O N S F O R R E S O L U T I O N S C O N C E R N I N G I T E M S O F T H E A G E N D A  
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S T O C K C O R P O R A T I O N A C T ( A K T G )

### **1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2021 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2021 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 2021 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 2021 financial year**

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

#### **Resolution:**

*"The net profit recognised in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of 31 December 2021 in the amount of 440,138,865.80 euros shall be carried forward to new account."*

#### **Reasoning:**

The background to this decision is the fact that dividends totaling € 3.50 per share ("basic dividend" as well as "additional basic dividend") have already been distributed to shareholders from the unappropriated net profit reported as of 31 December 2020 in the 2021 financial year and a further dividend of € 2.50 per share ("super dividend") has been distributed in the current financial year on 15 March 2022. Particularly in view of the current geopolitical environment and the increased uncertainty and volatility in the markets, the Management Board and Supervisory Board have decided, after thorough evaluation, not to propose an additional dividend payment for the financial year 2021.

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### **3. Resolution discharging the members of the Management Board for the 2021 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 2021 financial year.“*

### **4. Resolution discharging the members of the Supervisory Board for the 2021 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 2021 financial year.“*

### **5. Resolution on the remuneration of the Supervisory Board for the 2021 financial year**

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

#### **Resolution:**

*“For the 2021 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 308,356.16 euros, 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 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.

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## **6. Appointment of the auditor and Group auditor for the 2022 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 2022 financial year.”*

## **7. Resolution on the Company's remuneration report for the 2021 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 2021 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](http://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.

This remuneration report has to provide a comprehensive overview of the remuneration paid in the course of the past financial year to current and former members of the Management and Supervisory Boards in accordance with the remuneration policy (section 78a (in conjunction with section 98a) of the Stock Corporation Act (AktG)), including all benefits in any form.

The remuneration report for the respective past fiscal year must be submitted to the Annual General Meeting for approval. The vote has the nature of a recommendation. The resolution cannot be contested (section 78b para 1 Austrian Stock Corporation Act (AktG)).

In accordance with section 108 para 1 Austrian Stock Corporation Act (AktG), the Management Board and the Supervisory Board must make a proposal to adopt a resolution on the remuneration report.

Pursuant to section 108 para 4 no. 4 of the Stock Corporation Act (AktG), the resolution proposal of the Management Board and the Supervisory Board regarding the resolution on the remuneration report and the remuneration report itself shall be made available on the Company's website registered in the commercial register no later than on the 21<sup>st</sup> day prior to the Annual General Meeting.

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In the meeting of 23 March 2022, the Management Board and Supervisory Board of CA Immobilien Anlagen AG adopted a remuneration report pursuant to section 78c (in conjunction with section 98a) of the Austrian Stock Corporation Act (AktG) and proposed a resolution pursuant to section 108 (1) of the Austrian Stock Corporation Act (AktG).

The remuneration report for the 2021 business year is available on the company's website ([www.caimmo.com](http://www.caimmo.com)) registered in the commercial register.

The Management Board and the Supervisory Board propose to the Annual General Meeting to adopt the remuneration report for the business year 2021 as published on the Company's website ([www.caimmo.com](http://www.caimmo.com)) in preparation for the Annual General Meeting.

## **8. Election of one person to the Supervisory Board**

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

### **Resolution:**

*„Professor Dr. Klaus HIRSCHLER, born on 25 September 1966, 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 2025 financial year.“*

### **Reasoning:**

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.

Up until now, i.e. after the last election by the Annual General Meeting, the Supervisory Board comprised five members elected by the Annual General Meeting. This is complemented by two members delegated via registered shares and four members delegated according to the Austrian Labour Constitution Act (Arbeitsverfassungsgesetz).

The mandate of Supervisory Board member Klaus Hirschler, who was elected by the Annual General Meeting, will terminate at the end of the Annual General Meeting on 5 May 2022.

At the upcoming Annual General Meeting, one member would have to be elected in order to equal the previous number of elected members once again.

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The Supervisory Board proposes that the mandate be filled by (re)election of Klaus Hirschler.

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

CA Immobilien Anlagen Aktiengesellschaft falls within the scope of section 86 para 7 Austrian Stock Corporation Act (AktG).

Currently, the seven shareholder representatives (thereof five elected members and two members delegated via registered shares) contain four men and three women; the four employee representatives contain three men and one woman.

No objection pursuant to section 86 para 9 of the Austrian Stock Corporation Act (AktG) has been raised and therefore the joint fulfilment rule pursuant to section 86 para 7 of the Austrian Stock Corporation Act (AktG) applies. With a total of four women in the Supervisory Board and regardless of the election proposal below, the required minimum quotas pursuant to section 86 para 7 of the Austrian Stock Corporation Act (AktG) are met.

In accordance with article 10 para 1 of the Articles of Association and section 87 para 7 in conjunction with section 86 para 7 of the Austrian Stock Corporation Act (AktG), the Supervisory Board therefore proposes to (re)elect Professor Dr. Klaus Hirschler as a member of the Supervisory Board effective at the end of this Annual General Meeting for a term of office lasting until the conclusion of the Annual General Meeting resolving upon discharge of the Supervisory Board for the 2025 financial year.

If this proposal meets with approval by the Annual General Meeting, the Supervisory Board of CA Immobilien Anlagen AG would within the limits imposed by the Articles of Association (maximum of twelve shareholder representatives) further consist of five members elected by the Annual General Meeting and the members delegated via registered shares. The other members are delegated according to the Austrian legislation on labor relations (Arbeitsverfassungsgesetz).

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 particular, the proposed candidate declared that

1. all the facts and circumstances in connection with the stipulations contained in section 87 para 2 Austrian Stock Corporation Act (AktG) have been disclosed, and according to the assessment of the proposed candidate, no facts or circumstances exist that could give reason for concern in respect to any potential bias,
2. the proposed candidate has not been legally convicted of any criminal offense punished by a court of law, especially none which call his professional conduct into question pursuant to section 87 para 2a (3) Austrian Stock Corporation Act (AktG), and
3. that no obstacles exist which would prevent his election to the Supervisory Board in accordance with section 86 para 2 and 4 Austrian Stock Corporation Act (AktG).

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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).

In the election, the Annual General Meeting is bound to choose among the nominated candidates. Nominations for election to the Supervisory Board, together with the declarations prescribed by section 87 para 2 Austrian Stock Corporation Act (AktG) for each person so nominated, must be published on the Company's website by 28 April 2022, failing which the person concerned is not allowed to be considered for election. This also applies to election nominations made by shareholders pursuant to section 110 Austrian Stock Corporation Act (AktG), which the Company must receive in writing by 26 April 2022. With regard to the details and requirements for the consideration of such election proposals, reference is made to the convening notice, which provides information on shareholders' rights; the convening notice is also available on the Company's website.

**9. Resolution on the amendment of the Articles of Association in Article 2 (object of the company), Article 17 (possibility of remote participation and voting of Shareholders) and Article 20 (possibility of remote participation of members of the Executive Board and the Supervisory Board in the General Meeting)**

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

**Resolutions:**

*"1. The Article of Association shall be amended in Article 2 para 1 to read as follows:*

*"Article 2*

*(1) The purpose of the Company domestically and internationally is:*

- a) Acquisition, development and utilisation of developed and undeveloped properties and similar land rights (including sale, hiring, renting and leasing);*
- b) Completion of all procedures regarding planning permission and zoning in connection with the project development as well as other approval procedures such as building and demolition permits and use permits;*
- c) Planning, designing and implementing building projects of any kind as well as preparing submission and execution plans and general plans;*
- d) Executing construction works of any kind up to turnkey production as well as all construction services connected with the project development, be it as general contractor, total contractor or property developer;*
- e) Exercising the trades of property developer, real estate broker and property manager (real estate agents);*

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- f) *Operating hotel establishments and similar operator-run properties, parking garages and parking lots;*
- g) *Acquisition, utilisation and management of shareholdings and/or companies having the same or similar business purpose;*
- h) *Development and assessment of financing and taxation models and of concepts under company law to the extent that such activities are not reserved to other professional groups;*
- i) *Preparation of site analyses as well as market, feasibility and project studies;*
- j) *Trade in goods of any kind;*
- k) *Conclusion of any other business transactions serving the interests of the company.*

*If and to the extent that the activities described in Article 2 paragraph 1 of the Articles of Association are performed for third parties, the Company shall only perform such services indirectly through its authorized subsidiaries. However, the Company shall also be entitled to provide these services directly, provided that the necessary approvals for this purpose are obtained in advance in each case.*

2. A new paragraph 5 shall be added to Article 17 of the Articles of Association, which shall read as follows:

*„(5) The Management Board is authorized, with the consent of the Supervisory Board, to provide in the notice convening the Shareholders’ Meeting that shareholders may also participate in the Shareholders’ Meeting by way of remote participation (Article 102 para 3 no. 2 of the Stock Corporation Act) and/or remote voting (Article 102 para 3 no. 3 of the Stock Corporation Act) and thereby exercise individual or all rights. If the Management Board makes use of this authorization with the consent of the Supervisory Board, the details shall be announced in the convening notice.“*

3. A new paragraph 4 shall be added to Article 20 of the Articles of Association, which shall read as follows:

*„(4) The members of the Management Board and of the Supervisory Board should be present at Shareholders’ Meetings. The auditor shall be present at ordinary Shareholders’ Meetings. It is permissible to connect the members of the Management Board or of the Supervisory Board via a video and audio two-way connection.““*

#### **Reasoning:**

The proposed amendment to Section 2 (1) of the Articles of Association (company purpose) merely clarifies that the business activities performed by the Company are in accordance with the Austrian Trade, Commerce and Industry Regulation Act (GewO) 1994, as amended in 2002, and that all activities subject to the GewO, such as project developments for third parties or other activities falling within the scope of real estate trusteeship, are not performed by the Company itself but exclusively by entitled Group companies. This is a precautionary amendment of the purpose of the Company due to the strict interpretation of the competent authorities.

The proposed addition of a new paragraph 5 to Article 17 of the Articles of Association is intended to incorporate the option of remote participation or remote voting by shareholders at a General Meeting,

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as provided for by law in section 102 para 3 no. 2 and no. 3 of the Austrian Stock Corporation Act (AktG), into the Articles of Association. Although not many companies listed on the ATX provide for this option in their Articles of Association or make use of it, it makes sense, particularly in view of the developments of the last two years in connection with the requirements imposed by the pandemic, to create the basic option for holding hybrid General Meetings.

The proposed addition of a new paragraph 4 to Article 20 of the Articles of Association is intended to enable members of the Management Board and Supervisory Board in principle to participate in the General Meeting by way of remote participation. Despite the introduction of this option, however, the members of the Management Board and Supervisory Board continue to make every effort to attend the General Meeting in person in order to maintain personal contact with shareholders.

Vienna, 7 April 2022

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