

**ARTICLES OF ASSOCIATION**

of

**CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT, Vienna**

**(FN 75895 k)**

Version as of 05.05.2022

**Disclaimer**

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## **I. GENERAL PROVISIONS**

### Article 1

- (1) The name of the public limited company is “CA Immobilien Anlagen Aktiengesellschaft”.
- (2) The Company has its registered office in Vienna, Austria.
- (3) The Company’s duration is perpetual.

### 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);
  - 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 para 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) The company has the right to establish branch offices domestically and internationally, to acquire shares in other enterprises of the same or similar type, to acquire and establish such enterprises and to enter into any and all kinds of business and interest communities suitable for promoting the business purpose of the company, with the exception of banking transactions.

### Article 3

The company's announcements are made in compliance with the relevant statutory regulations.

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## II. SHARE CAPITAL AND SHARES

### Article 4

- (1) The share capital of the Company amounts to EUR 774,229,017.02 (Euro seven hundred and seventy-four million two hundred and twenty-nine thousand seventeen point zero two). It is divided into 106,496,426 (one hundred and six million four hundred and ninety-six thousand four hundred and twenty-six) no-par shares.
- (2) The share capital is sub-divided into four registered shares and 106,496,422 (one hundred and six million four hundred and ninety-six thousand four hundred and twenty-two) bearer shares.
- (3) The Management Board is authorised for five years after the registration of this amendment to the Articles of Association, pursuant to section 169 Austrian Stock Corporation Act (Aktiengesetz), with the consent of the Supervisory Board, to increase the registered capital by up to Euro 359,168,301.36 by issuance of up to 49,404,168 new ordinary bearer shares in return for contributions in cash and/or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the Company's share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the supervisory board and as the case may be, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to section 153 para 6 Austrian Stock Corporation Act. The Management Board shall be authorised, with the consent of the Supervisory Board, to fully or partially exclude shareholders' subscription rights, (i) in case the capital increase is effected in return for cash contributions and the shares issued with excluded subscription rights in total do not exceed the limit of 10% (ten per cent) of the share capital of the Company at the time of passing the resolution for this authorisation, (ii) in case the capital increase is effected in return for contributions in kind, (iii) to provide for an overallotment option (Greenshoe) or (iv) to make up for fractional amounts. In total, the shares issued with excluded subscription rights on the basis of this authorisation against contribution in cash and/or in kind shall not exceed the limit of 20% (twenty per cent) of the share capital of the Company at the time of passing the resolution for this authorisation. The number of those shares for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights during the term of this authorisation shall be included for the calculation of this limit. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.
- (4) (not applicable)
- (5) The registered capital of the company is increased conditionally in accordance with sec 159 para 2 no. 1 of the Austrian Stock Corporation Act (Aktiengesetz) by up to Euro 143,667,319.09 by issuance of up to 19,761,667 new ordinary bearer shares (contingent capital increase 2018). The conditional capital increase shall be executed to the extent that conversion and/or subscription rights of holders of convertible bonds issued by the company on the basis of the resolution of the shareholders' meeting of 9 May 2018 are fulfilled. The issue price and the conversion and/or subscription ratio shall be determined with regard to market standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital. The Management Board shall be authorised, subject to the approval of the Supervisory Board, to determine further details of the execution of the conditional capital increase (especially issue price, rights attached to the shares, dividend entitlement). The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares from the conditional capital.

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## Article 5

If the event that a resolution to increase the Company's capital does not state what kind of shares are to be issued, such shares shall be bearer shares.

## Article 6

- (1) The Management Board shall determine the form and contents of the share certificates, global certificates, control documents, bonds, interest coupons, renewal coupons and stock warrants. The shareholder's entitlement to securitization of his interest shall be excluded.
- (2) Registered shareholders must notify the Company, for recording in the share ledger, in particular, in the case of natural persons, their name, address and date of birth, and in the case of legal entities, their company name, the applicable address for serving documents, if applicable the name of the register and registration number of the legal entity in its country of origin, and in any event the quantity and share numbers of the shares held by same. In order to facilitate communication, electronic addresses and any changes to same are to be stated as well. In the relationship with the Company, registered shareholders shall only be those who are entered as such in the share ledger.

### **III. MANAGEMENT BOARD**

## Article 7

- (1) The Management Board shall consist of one, two or three members.
- (2) The Supervisory Board shall determine the distribution of business among the members of the Management Board as well as of such business which requires the consent of the Supervisory Board in addition the cases prescribed by law (Article 95 para. 5 of the Austrian Companies Act). To the extent prescribed by law (Article 95 para. 5 items 1, 2, 4, 5 and 6 of the Austrian Companies Act), the Management Board shall also determine limits of amounts up to which the consent of the Supervisory Board is not required. The Supervisory Board shall determine internal rules of procedure for the Management Board.
- (3) The age limit for members of the Management Board is determined in the rules of internal procedure. It is fixed with the completion of the age of 65. The last period as member of the Management Board ends with the annual General Meeting which follows on the 65th birthday.

## Article 8

- (1) The Supervisory Board may appoint a Chairman of the Management Board.
- (2) The Company shall be represented by two members of the Management Board jointly, or by one member of the Management Board together with one authorised officer. Furthermore the Company shall be represented by two authorised officers jointly.

## Article 9

- (1) The Management Board shall decide by simple majority.

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- (2) If decisions of the Management Board are not made unanimously, the Chairman of the Management Board, if any has been elected, shall exercise the casting vote.

#### **IV. SUPERVISORY BOARD**

##### Article 10

- (1) 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. Such shares are registered shares, the transfer of which is subject to the approval of the Company, which is represented by the Management Board. The delegated Supervisory Board members may at any time be recalled and replaced with others by the holders of such registered shares. Paragraph 2 to 4 shall not apply to Supervisory Board members delegated in this way.

All other members of the Supervisory Board shall be elected by the General Shareholders' Meeting.

- (2) Unless appointed for a shorter term of office, the Supervisory Board members shall be elected for the period up to the end of the Shareholders' Meeting which by resolution approves of the acts of the Supervisory Board in respect of the fourth fiscal year after appointment. The fiscal year in which the election was held shall not be taken into account. The re-appointment of Supervisory Board members shall be permissible.
- (3) If members of the Supervisory Board leave the Board before expiry of their terms of office, the resulting vacant position need not be filled before the next Ordinary Shareholders' Meeting. However, a vacant position must be filled immediately through an Extraordinary Shareholders' Meeting if the number of Supervisory Board members falls below three.
- (4) Each member of the Supervisory Board may resign from office subject to a four-week period of notice also without major reason by written notification addressed to the Management Board, or the Chairman of the Supervisory Board or a deputy if the Chairman is unable to receive such a notification.
- (5) The Supervisory Board shall meet at least quarterly.
- (6) The age limit for members of the Supervisory Board is determined in the rules of internal procedure. It is fixed with the completion of the age of 70. The last period as member of the Supervisory Board ends with the annual General Meeting which follows on the 70th birthday.

##### Article 11

- (1) The Supervisory Board shall elect once a year - in a meeting to held immediately after the Ordinary Shareholders' Meeting and which requires no special invitation - a Chairman and one or two deputies from among its members. A vacancy must be filled immediately if the Chairman or all deputies resign from office.
- (2) If no absolute majority can be obtained in an election, a runoff shall be held between the two members who have won most votes.

##### Article 12

- (1) The Supervisory Board shall itself adopt internal rules of procedure.

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- (2) The Supervisory Board may determine that certain types of business shall be subject to its approval. For each participation in a company which invests in real estate projects as well as for the purchase and sale of properties the Management Board has to seek the approval of the Supervisory Board.
- (3) The Chairman of the Supervisory Board shall convene the members of the Supervisory Board in writing (including telefax and email) to be sent to the address last notified or by phone. If the Chairman is unable to do so, a deputy may convene the meeting.
- (4) The Supervisory Board shall constitute a quorum if at least three members, among them the Chairman or a deputy, are present in person or over the phone (telephone and/or video conferences). The Chairman – or a deputy if the Chairman is prevented from doing so – shall preside over the meeting. The person presiding over the meeting shall determine the voting method.
- (5) Resolutions shall be taken by simple majority of the votes cast. In the event of parity, the person presiding over the meeting shall cast the decisive vote, even at elections of Supervisory Board members.
- (6) A Supervisory Board member may ask another member in writing to represent him at a single meeting. The representing board member shall not be taken into account in determining whether the Supervisory Board constitutes a quorum (para. 4). The right to preside over the meeting cannot be transferred.
- (7) Minutes must be kept, and signed by the person presiding over the meeting, with regard to the negotiations held and resolutions taken by the Supervisory Board.
- (8) Resolutions may be taken also in writing if for special reasons the Chairman, or a deputy if the Chairman is prevented from doing so, adopts such a voting method and no member of the Supervisory Board explicitly objects to such a procedure. The provisions of para. 5 shall apply accordingly to a vote in writing. Representation pursuant to para. 6 shall not be permissible for resolutions taken in writing.

#### Article 13

- (1) The Supervisory Board may appoint committees from among its members. Its duties and authorisations as well as any internal rules of procedure shall be determined by the Supervisory Board. Such committees may also be endowed with the power of taking resolutions.
- (3) The provisions of Article 12 para. 3 - 8 shall apply accordingly to committees appointed by the Supervisory Board unless otherwise provided in Article 13.
- (4) Committees shall consist of at least three members.

#### Article 14

Declarations of intent of the Supervisory Board and of committees appointed by the Supervisory Board shall be made by the Chairman of the Supervisory Board or one of his deputies if the Chairman is prevented from doing so.

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#### Article 15

- (1) In addition to reimbursement of cash expenses and an attendance fee for each meeting, each member of the Supervisory Board shall be entitled to receive an annual expense allowance. The amount of the attendance fee and of the expense allowance shall be determined by resolution of the Shareholders' Meeting.
- (2) If members of the Supervisory Board assume, in their capacity, special tasks in the interest of the Company, a special reimbursement may be granted by resolution of the Shareholders' Meeting.
- (3) Special taxes levied on reimbursement paid to Supervisory Board members shall be borne by the Company.

#### Article 16

The Supervisory Board may adopt such modifications of the Articles of Association which relate only to its wording.

### V. SHAREHOLDERS' MEETING

#### Article 17

- (1) The Management Board or the Supervisory Board shall convene a Shareholders' Meeting annually, which is to take place in the first eight months of each fiscal year (ordinary Shareholders' Meeting). Extraordinary Shareholders' Meetings are to be convened as required by the law or the well-being of the Company.
- (2) Shareholders' Meetings shall be held at the Company's registered office or at one of its domestic branch offices or in an Austrian provincial capital.
- (3) The date of convening shall be no later than the 28th day before the ordinary Shareholders' Meeting, or the 21st day before the Shareholders' Meeting.
- (4) The notice of a Shareholders' Meeting shall be published in accordance with the provisions of Article 18. If the Company is listed as defined by Article 3 of the Stock Corporation Act, the convening is also to be announced in a form complying with Article 107 para 3 of the Stock Corporation Act.
- (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.

#### Article 18

- (1) The entitlement to attend the Shareholders' Meeting and to exercise the voting right and other shareholder rights assertible within the framework of the Shareholders' Meeting is determined, in the case of bearer shares, by the share ownership, and in the case of registered shares, by the entry in the share ledger, in each case as of midnight on the tenth day preceding the Shareholders' Meeting (record date).

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- (2) For bearer shares deposited with a custodian, evidence of share ownership on the record date shall be furnished simply by way of a deposit receipt according to Article 10a of the Stock Corporation Act, whereas such receipt must be received by the Company no later than on the third working day preceding the Shareholders' Meeting, at the address stated for this purpose in the notice convening the meeting.
- (3) For bearer shares not deposited with a custodian, the necessary evidence shall be furnished simply by way of a written confirmation issued by the Company or an Austrian notary public, whereas the preceding remarks shall apply mutatis mutandis to the receipt of same. Issuing this form of evidence cannot, however, be made subject to the depositing of shares or other disposal restrictions. As regards the content of the confirmation for bearer shares not deposited with a custodian, Article 10a para. 2 of the Stock Corporation Act shall apply mutatis mutandis, excepting the disclosure of the custody account number.
- (4) As regards registered shares, only shareholders whose registration in text form is received by the company at the address stated for this purpose in the notice convening the meeting by no later than the third working day preceding the Shareholders' Meeting shall be entitled to attend the Shareholders' Meeting.
- (5) Deposit receipts shall be accepted exclusively in German or English. The convocation may provide for a communication channel for submitting deposit receipts via telefax, email or by similar means of communication (whereby the electronic format may be specified in the convocation).
- (6) Written notices from shareholders or financial institutions shall likewise be addressed to the Company in German or English.
- (7) The Shareholders' Meeting shall be conducted in German.
- (8) If the shareholders are presented with a resolution to be adopted in the Shareholders' Meeting in a different language, a German version must always be presented as well; for the assessment of the content and validity of the resolution, the German version shall always prevail. The same applies to announcements, reports or other documents of the Company insofar as the validity of a resolution depends on the content of such documents.

#### Article 19

- (1) Each bearer share shall carry one vote.
- (2) The right to vote can also be exercised by proxies. The proxy must be granted to a specific person in text form. The proxy form must be sent to the Company, which shall retain or keep a verifiable record of same. Several persons can be granted proxy.
- (3) If the shareholder has granted proxy to his custodian financial institution (Article 10a of the Stock Corporation Act), such institution, in addition to issuing a deposit receipt, can simply declare that it has been granted proxy; Article 10a of the Stock Corporation Act shall apply mutatis mutandis.
- (4) Proxy forms can also be sent to the Company by an electronic means of communication to be specified by the Company. The particularities concerning the granting of proxies shall be announced together with the convening of the Shareholders' Meeting.

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## Article 20

- (1) The Shareholders' Meeting shall be chaired by the Chairman of the Supervisory Board or his deputy. If none of them is present or willing to chair the meeting, then the notary public enlisted to certify the official documents shall arrange for the Shareholders' Meeting to elect a chairman.
- (2) The Chairman of the Shareholders' Meeting shall 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 shall be entitled reasonably to restrict the time allowed shareholders to ask questions and speak.
- (3) The Company is allowed to make a video and audio record of the Shareholders' Meeting. The Management Board is further entitled, with the consent of the Supervisory Board, publicly to broadcast the Shareholders' Meeting.
- (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.

## Article 21

Unless otherwise stipulated by mandatory provisions of law or this Articles of Association, the Shareholders' Meeting shall adopt its resolutions by a simple majority of the votes cast; where a majority of the capital is required, the decisions shall be adopted by a simple majority of the share capital represented at the meeting. Deviating from that, the Shareholders' Meeting resolves on the dismissal of members of the Supervisory Board (Article 87 para 8 of the Sock Corporation Act) on the basis of a majority of at least three quarters of the votes cast.

## **VI. ANNUAL FINANCIAL STATEMENTS AND USE OF PROFITS**

### Article 22

The fiscal year shall start on 1 January and end on 31 December, under inclusion of an abbreviated fiscal year from 1 October 2000 to 31 December 2000.

### Article 23

- (1) Within the first five months of each fiscal year, the Management Board shall present to the Supervisory Board for the past fiscal year the annual financial statements including notes as well as a management report and a corporate governance report and, if the annual financial statements recognise a net profit, a proposal for the distribution of profits. The annual financial statements, management report and corporate governance report are to be signed by all the members of the Management Board. The Supervisory Board is to examine these documents within two months of their submission, make a statement concerning same to the Management Board and report its findings to the Shareholders' Meeting.
- (2) Para. 1 shall apply mutatis mutandis to the submission and examination of the consolidated financial statements and Group management report.

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- (3) If the Supervisory Board approves the annual financial statements, such statements shall be thus adopted unless the Management Board and Supervisory Board determine that the Shareholders' Meeting shall decide on their adoption.
- (4) The Shareholders' Meeting presented with the documents set forth in paras. 1 and 2 and adopting resolutions discharging the Management Board and Supervisory Board, concerning the distribution of profits, the appointment of the auditor of the financial statements and, if applicable, the adoption of the annual financial statements (ordinary Shareholders' Meeting), shall take place within the first eight months of each fiscal year.

#### Article 24

The Shareholders' Meeting shall determine the appropriation of net profits. The Shareholders' Meeting is explicitly authorised to except the net profit partly or as a whole from allocation.

#### Article 25

- (1) The profit shares of shareholders shall be distributed in proportion to the number of shares issued.
- (2) If new shares are issued, a different entitlement to profits may be determined.

#### Article 26

- (1) Unless otherwise decided by the Shareholders' Meeting, the profit shares shall be due for payment ten days after the Shareholders' Meeting has been held.
- (2) Profit shares of shareholders that have not been claimed within three years after falling due shall be forfeited and allocated to the Company's free reserves.

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