

MOTIONS FOR RESOLUTIONS CONCERNING ITEMS OF THE AGENDA
SUBMITTED BY THE MANAGEMENT AS PER SECTION 108
AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2015 along with the Management Report and the Group Management Report, the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2015 financial year

The above-mentioned documents can be viewed on the internet at <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

A resolution concerning this agenda item is not envisaged.

2. Resolution appropriating the net profit recognised in the Annual Financial Statements for 2015.

At the time of publication of the present motions (31 March 2016), the company has issued a total of 98,808,336 shares, comprising 98,808,332 bearer shares and four registered shares. As of the date of the notice convening the General Meeting, the company holds 3,000,000 treasury shares. Thus, as of today's date, the number of shares entitled to a dividend is 95,808,336 shares.

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

Resolution:

“From the distributable net profit recognised in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of 31 December 2015, in the amount of 448,067,745.46 euros, a dividend of 0.50 euros per no-par share entitled to a dividend shall be paid out to the holders of the total of 96,808,336 shares in the company being entitled to a dividend, therefore a total amount of 48,404,168.00 euros shall be distributed, and the remaining net profit of 399,663,577.46 shall be carried forward to new account. According to Austrian tax law, the distribution of the net profit qualifies as a repayment of capital pursuant to Section 4 para. 12 Income Tax Act (EStG). The dividend shall be payable on 10 May 2016 (dividend payment date); ex-dividend date is 6 May 2016. The record date for determining entitled shareholdings is 9 May 2016”

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3. Resolution discharging the members of the Management Board for the 2015 financial year

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

Resolution:

“The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft shall be discharged for the 2015 financial year.”

4. Resolution discharging the members of the Supervisory Board for the 2015 financial year

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

Resolution:

“The members of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft shall be discharged for the 2015 financial year.”

5. Resolution on the remuneration of the Supervisory Board for the 2015 financial year

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

Resolution:

“For the 2015 financial year, the members of the Supervisory Board shall be granted remuneration in the total amount of 306,473.00 euros, whereas each member of the Supervisory Board shall receive, alongside the reimbursement of cash expenditures, fixed annual remuneration of 25,000.00 euros. The chairman shall receive twice and his deputy one-and-a-half times the fixed remuneration. In addition to the annual payment, members of the Supervisory Board shall receive an attendance fee amounting to 1,000.00 euros for each day of a meeting of the Supervisory Board or one of its committees to which they belong.”

Note:

As in previous years, at CA Immo Group level D&O manager liability insurance with cover of 50 m euros was taken out for all executive bodies of CA Immobilien Anlagen AG and all of its subsidiaries. The insurance does not provide for any excess.

6. Appointment of the auditor and Group auditor for the 2016 financial year

The Supervisory Board proposes that the General Meeting adopt the following resolution:

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Resolution:

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, shall be 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 2016 financial year.”

Note:

The transparency information according to Section 270 para. 1a UGB (Austrian Commercial Code) is available on the company's website.

7. Resolution on elections to the Supervisory Board

With regards to the proposal made by the shareholder Terim Limited as to this agenda item (i) to increase the number of members of the supervisory board elected by the shareholders' meeting from currently seven to nine members and (ii) election of two supervisory board candidates, the Supervisory Board at its meeting held on 22 April 2016 adopted the following resolution proposal to the General Meeting:

The Supervisory Board proposes that the General Meeting adopt the following resolution:

Beschluss:

“The number of Supervisory Board members elected by the General Meeting shall be reduced from currently eight to seven in the future.”

Begründung:

At this stage the Supervisory Board does not see any need for any election of two additional Supervisory Board members which in particular would imply an increase of the number of board members. With regards to the proposal of Terim Limited it has to be stated that given the current situation the strengthening of the independence of the supervisory board is absolutely necessary. With this in mind the proposal of Terim Limited is not supported by the Supervisory Board.

Note:

Only election proposals made by shareholders with a shareholding of at least 1% of the share capital may be considered. These proposals together with the declarations pursuant to Section 87 para. 2 Austrian Stock Corporation Act (AktG) for each proposed person must be received by the company in text form not later than 22 April 2016 and will be published on the registered website of the company not later than 26 April 2016; otherwise the person concerned may not be part of the election. Regarding the details and preconditions for the consideration of such election proposals, please refer to “Information concerning the rights of shareholders”, which is available on the website of the company.

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8. Resolution amending the authority of the Management Board to acquire treasury shares pursuant to Section 65 para 1 Clause 8 AktG (non-specific acquisition), and concerning the corresponding authorisation to use same (Section 65 para 1b AktG)

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

Resolutions:

“a. The General Meeting authorises the Management Board according to Section 65 (1) Clause 8 AktG to acquire no-par bearer treasury shares, within the maximum legal limit in each case, for a period of 30 months from the date of the resolution. The lowest amount payable on repurchase is not to be less than 30% and not to exceed 10% of the average unweighted price at the close of the market on the ten trading days preceding the repurchase. The Management Board can elect to make the acquisition either on the stock exchange, or by way of a public offering, or in another lawful, expedient way.

b. The shareholders’ general purchase options in conjunction with the utilisation of treasury shares to service the convertible bonds issued based on the authorisation granted on 7 May 2013 is excluded.

c. Furthermore the Management Board is authorised, with the consent of the Supervisory Board,

1. to use treasury shares as a consideration when acquiring enterprises, businesses, business units or interests in one or several companies at home or abroad,
2. to sell treasury shares at any time according to Section 65 (1b) AktG on the stock exchange or by way of a public offering, and to determine the conditions of the sale,
3. for a period of five years from the date of the resolution, to resell the treasury shares without excluding or partly or entirely excluding the general purchasing options, by any lawful means, including off the exchange, and
4. to reduce the company's share capital according to Section 65 (1) Clause 8 final sentence AktG in conjunction with Section 192 AktG by calling in the treasury shares without a further resolution of the General Meeting, whereas the Supervisory Board shall be entitled to adopt by resolution amendments to the Articles of Association arising from the calling-in of shares.

This authorisation replaces the authorisation to acquire treasury shares adopted by resolution of the General Meeting of 8 May 2014. “

Note:

The report of the Management Board in connection with the exclusion of the shareholders’ general purchase options and the authorisation of same to use and sell treasury shares other than on the stock exchange or by way of a public offering is available on the company's website.

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9. Amendment of the Articles of Association in Article 12 para 4 by raising the quorum required for resolutions of the Supervisory Board

The proposed resolution to change Article 12 para 4 of the Articles of Association has been withdrawn.

Vienna, 5 April 2016 (with a revision of agenda item 7 on 22 April 2016)

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