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A U S T R I A N 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 2016 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2016 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 is envisaged for this agenda item.

2. Resolution appropriating the net profit recognized in the Annual Financial Statements for 2016

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 2016 in the amount of 618,112,346.77 euros, for every share in the Company, which is entitled to dividend at the dividend record date (16 May 2017), a dividend of 0.65 euros (sixty-five eurocent) shall be paid out and the remaining net profit shall be carried forward to new account. The dividend is payable on 17 May 2017 (dividend payment date); ex-dividend date is 15 May 2017.”

Note:

At the time of publication of the present motions (13 April 2017), the Company has issued a total of 98,808,336 no-par shares, comprising 98,808,332 bearer shares and four registered shares. As of 13 April 2017, the Company holds 5,438,046 treasury shares, which are not entitled to dividend; thus, on the total 93,370,290 shares of the Company entitled to dividend, a total amount of 60.690.688,50 euros shall be distributed to the shareholders and the remaining net profit in the amount of 557.421.658,27 euros shall be carried forward to new account. The total dividend paid is therefore calculated by multiplying the amount of 0.65 euros (sixty-five eurocent) by the number of shares in the Company entitled to dividend on the dividend record date.

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According to Austrian tax law, the distribution of the net profit partially (in an total amount of 20,541,463.80 euros or 0.22 euros per share) qualifies as a repayment of capital pursuant to Section 4 para. 12 Income Tax Act (EStG).

3. Resolution discharging the members of the Management Board for the 2016 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 are discharged for the 2016 financial year.”

4. Resolution discharging the members of the Supervisory Board for the 2016 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 are discharged for the 2016 financial year.”

5. Resolution on the remuneration of the Supervisory Board for the 2016 financial year

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

Resolution:

“For the 2016 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 396,497.27 euros, whereby each member of the Supervisory Board receives, in addition to the reimbursement of cash expenditures, a fixed annual remuneration of 25,000.00 euros. The chairman receives twice and his deputy 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 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.

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6. Appointment of the auditor and Group auditor for the 2017 financial year

The Supervisory Board proposes that the General Meeting adopt 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 2017 financial year.”

Reasoning:

In the case that the Company would qualify as an affiliated company with IMMOFINANZ AG, the current auditor and Group auditor, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, would not be available as auditor and Group auditor of the Company for the 2017 financial year. Therefore another auditor and Group auditor should precautionarily be appointed for the 2017 financial year. The information on transparency by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. pursuant to Section 270 para. 1a Austrian Commercial Code (UGB) is available on the Company's website.

7. Elections to the Supervisory Board

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

Resolutions:

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

“Prof. Dr. Sven Bienert is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the General Meeting, which resolves on the discharge of the Supervisory Board for the business year 2021.”

“Univ.-Prof. MMag. Dr. Klaus Hirschler is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the General Meeting, which resolves on the discharge of the Supervisory Board for the business year 2021.”

“Dipl. BW Gabriele Düker is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the General Meeting, which resolves on the discharge of the Supervisory Board for the business year 2021.”

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Note:

At the Annual General Meeting on 3 May 2016, the number of Supervisory Board members elected by the General Meeting was increased from seven to nine members at the request of Terim Ltd. (formerly the main shareholder of the Company). Torsten Hollstein and Dr. Florian Koschat were elected to the Supervisory Board.

Also at this meeting, O1 Group Limited (formerly the shareholder of CA Immo's registered shares) exercised the right of appointment conferred by the registered shares by appointing Dr. Wolfgang Renner, Marina Rudneva and Timothy Fenwick to the Supervisory Board with immediate effect. Thereby, the maximum number of Supervisory Board members permitted by the Articles of Association (12 members) was reached. The works council also exercised its right to appoint four representatives to the Supervisory Board.

With effect from 10 November 2016, Supervisory Board members Dr. Wolfgang Rutenstorfer, Barbara Knoflach and Dr. Maria Doralt resigned their mandates in accordance with the statutory deadline. Dmitry Mints resigned his mandate as Deputy Chairman of the Supervisory Board with effect from 21 December 2016.

IMMOFINANZ AG, the new main shareholder of the Company, exercised the right of appointment conferred upon by the four registered shares by appointing Dr. Oliver Schumy, Mag. Stefan Schönauer and subsequently Professor Klaus Hirschler and Professor Sven Bienert to the Supervisory Board of the Company until further notice. Correspondingly, IMMOFINANZ AG revoked the appointment of Dr. Wolfgang Renner, Marina Rudneva and Timothy Fenwick as Supervisory Board members. Currently the Supervisory Board of the Company comprises of five members elected by the General Meeting, four members appointed by the holder of the registered shares and four employee representatives.

Under consideration of the constructive cooperation and the outstanding academic record of the candidates, the Supervisory Board proposes that Professor Klaus Hirschler and Professor Sven Bienert continue their position in the Supervisory Board of CA IMMO as members elected by the General Meeting. Further, the Supervisory Board proposes that Ms. Gabriele Düker, another extraordinary candidate, is elected as new member into the Supervisory Board.

In case this proposal is accepted by the General Meeting, the Supervisory Board of CA IMMO would consist, within the limits set by the Articles of Association (not more than 12 shareholder representatives), of eight members elected by the General Meeting and up to four shareholder representatives appointed by the holder of the registered shares.

The candidates each issued a declaration according to Section 87 para 2 Stock Corporation Act (AktG), which is available on the Company's website.

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

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in text form no later than 2 May 2017 and will be published on the registered website of the Company no later than 4 May 2017; otherwise the person concerned may not be part of the election.

8. Resolution concerning the revision of Article 18 of the Articles of Association (entitlement to attend the General Meeting) by adding the possibility to submit deposit receipts via telefax or email

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

Resolution:

“Article 18 para 5 of the Articles of Association is amended to read as follows:

Article 18 para 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).”

Reasoning:

Until 31 December 2016, the Stock Corporation Act provided for transitional provisions of the Stock Corporation Law Amendment Act 2009 (AktRÄG 2009) according to which the convocation could determine that deposit receipts and declarations made under Section 114 para. 1 Stock Corporation Act (AktG) received via telefax may be accepted.

As of 1 January 2017, there is no direct legal basis for the submission of deposit receipts via telefax. The amendment of the Articles of Association is proposed to maintain the possibility to submit deposit receipts, among others, via telefax.

Vienna, 13 April 2017

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