

Motions for resolution

32nd Annual General Meeting (“AMG”)
CA Immobilien Anlagen Aktiengesellschaft
Studio 44 of the Austrian Lotteries (Österreichische Lotterien), Rennweg 44,
1038 Vienna
9 May 2019, 2:00 pm (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 2018 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2018 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 the 2018 financial year

The Management Board and Supervisory Board propose that the Annual 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 2018 in the amount of 944,552,011.50 euros, for every share in the Company, which is entitled to dividend at the dividend record date (14 May 2019), a dividend of 0.90 euros (ninety eurocent) shall be paid out and the remaining net profit shall be carried forward to new account. The dividend is payable on 15 May 2019 (dividend payment date); ex-dividend date is 13 May 2019.”

Note:

At the time of publication of the present motions (11 April 2019), 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 11 April 2019, the Company holds 5,780,037 treasury shares, which are not entitled to dividend; thus, on the total 93,028,299 shares of the Company entitled to dividend, a total amount of 83,725,469.10 euros shall be distributed to the shareholders and the remaining net profit in the amount of 860,826,542.40 euros shall be carried forward to new account. The total dividend paid is therefore calculated by multiplying the amount of 0.90 euros (ninety eurocent) by the number of shares in the

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Company entitled to dividend on the dividend record date. The number of shares in the Company entitled to dividend may change during the period up until the date of the Annual General Meeting. In such case, the proposed resolution will be adjusted according to the number of shares in the Company entitled to dividend as of the date of the Annual General Meeting.

To the extent that the number of shares with dividend entitlements changes during the period up until the date of the Annual General Meeting, the proposed resolution concerning the appropriation of net profits is to be modified such that the dividend amount per share remains unchanged while the amount of total dividend payout, the amount to be transferred to revenue reserves and the amount carried forward as profit is to be adjusted accordingly.

3. Resolution discharging the members of the Management Board for the 2018 financial year.

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

Resolution:

„The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2018 financial year.“

4. Resolution discharging the members of the Supervisory Board for the 2018 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 2018 financial year.“

5. Resolution on the remuneration of the Supervisory Board for the 2018 financial year.

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

Resolution:

“For the 2018 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 380,068.49 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 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.”

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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 day. The amount proposed for resolution considers a fixed remuneration of 30,000 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.

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 2019 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 2019 financial year.”

Reasoning:

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. was appointed as auditor for the financial statements and consolidated financial statements since 2017.

In 2019, the Audit Committee again provided the Supervisory Board with proposals based on the results of a procurement process (Article 16 para 3 of the Regulation (EU) No. 537/2014) and recommended to the Supervisory Board to propose Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor for the financial statements and consolidated financial statements for the business year 2019 according to Article 16 para 5 of the Regulation (EU) No. 537/2014).

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 Annual General Meeting adopts the following resolutions:

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Resolutions:

1. *„The number of Supervisory Board members elected by the General Meeting is reduced from currently eight to seven members in the future.“*
2. *„Dr. iur. Monika WILDNER, 10 December 1971, 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 business year 2023.“*
3. *„Herr Jeffrey Gordon Dishner, born on 15 September 1964, 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 business year 2023.“*

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 eight members elected by the Annual General Meeting. This is complemented by three members delegated via registered shares and four members delegated according to the Austrian Labour Constitution Act (Arbeitsverfassungsgesetz).

The Supervisory Board members Gabriele Düker and Professor Sven Bienert, who were elected by the Annual General Meeting, resigned their mandates at the end of October 2018. In addition, John Nacos tendered his resignation from the Supervisory Board at the end of the Annual General Meeting on 9 May 2019.

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

The Supervisory Board proposes to fill only two vacant mandates. The third vacant mandat shall not be replaced so that the number of members will decline within the limits imposed by the Articles of Association from currently eight to seven members elected by the General Meeting, which has to be voted on before the proposed elections.

The following election proposals for candidates nominated by the Supervisory Board are based on the requirements set forth in section 87 (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).

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The nine shareholder representatives (thereof six elected members and three members delegated via registered shares) contain seven men and two women. The four employee representatives contain three men and one woman.

The majority of the shareholder representatives has raised an objection pursuant to section 86 para 9 of the Austrian Stock Corporation Act (AktG) and therefore the separate fulfilment rule pursuant to section 86 para 7 of the Austrian Stock Corporation Act (AktG) applies.

Therefore, when making the election proposal the Supervisory Board must have ensured that at least three women must be represented among the nine shareholder representatives, which after the election by the Annual General Meeting comprises seven members elected by the Annual General Meeting and two members delegated via registered shares, in order to comply with required minimum rates pursuant to section 86 para 7 of the Austrian Stock Corporation Act (AktG).

In accordance with article 10 para 1 of the Articles of Association and Section 87 para Austrian Stock Corporation Act (AktG), the Supervisory Board proposes to elect Dr. iur. Monika Wildner and Jeffrey G. Dishner, who until his election is delegated via registered share no. 001, as members 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 business year 2023.

If this proposal meets with approval by the Annual General Meeting, the Supervisory Board would within the limits imposed by the Articles of Association (maximum of twelve shareholder representatives) consist of seven 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).

It is planned to vote separately at the upcoming Annual General Meeting for each vacant Supervisory Board position which needs to be filled.

Each of the proposed candidates has submitted a declaration pursuant to section 87 para 2 Austrian Stock Corporation Act (AktG), which is also available on the company's web site along with their respective curriculum vitae. In particular, each of the proposed candidates 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 2 May 2019, 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 29 April 2019. With respect to the particulars and the prerequisites for taking such election nominations into consideration, reference is made to the information on the rights of shareholders, which is also available on the Company's website.

8. Resolution on authorisations of the Management Board for the repurchase and sale of treasury shares, also under exclusion of the (reverse) subscription right of the shareholders.

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

Resolutions:

“1. The Management Board is authorised in accordance with section 65 para 1 no 8 and para 1a and para 1b Austrian Stock Corporation Act (AktG) for a period of 30 months from the date of the adopted resolution, with the consent of the Supervisory Board, to repurchase treasury shares in the company, whereas the company's stock of treasury shares must not exceed 10 per cent of its share capital. The consideration shall not be lower than 30% and shall not exceed 10% of the average unweighted market price at the close of the market on the ten trading days preceding the repurchase. The Management Board shall further be authorised to determine the respective other terms and conditions of the repurchase. Trading in treasury shares shall be excluded as the purpose of the purchase.

The Management Board may reacquire the shares either via the stock exchange or by way of a public offer, or, with the consent of the Supervisory Board, by any other lawful and appropriate way, in particular off market, and/or from individual shareholders and under exclusion of the shareholders' pro rata rights (reverse subscription right). The authorisation may be exercised in full or in part or in multiple partial amounts and in pursuit of one or more purposes by the company, subsidiaries (section 189a no 8 Commercial Code (UGB)) or by third parties for their account. The authorisation may be repeatedly exercised.

2. The shareholder's repurchase right (subscription right) with respect to the utilisation of treasury shares to service the convertible bonds issued based on the authorisation granted on 7 May 2013

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or based on the authorisation granted in the General Meeting on 9 May 2018 are excluded (“Direktausschluss”).

3. In addition, the Management Board is authorised, with the consent of the Supervisory Board, to transfer the acquired treasury shares via the stock exchange, or by way of a public offering and to determine the terms and conditions of the transfer of shares without an additional resolution by the General Meeting.

Further, the Management Board is authorised, with consent of the Supervisory Board, for the period of five years from the date of this resolution in accordance with Section 65 Para 1b AktG, to transfer treasury shares using a different legally permitted method of transferring than via the stock exchange or a public offering, to decide on a potential exclusion of pre-emption rights (subscription rights) of shareholders, and to determine the terms and conditions of the transfer of shares. This authorisation includes in particular, but is not limited to, the transfer of treasury shares by using a different legally permitted method of transferring than via the stock exchange or a public offer for the following purposes:

- i. in order to be able to transfer the shares in exchange for non-cash-contributions, provided this is done for the purpose of (also indirectly) acquiring enterprises, businesses, business units, interests in one or several companies or properties and property portfolios, each either domestically or abroad;
 - ii. to transfer shares to employees, senior executives as well as members of the Management Board of the Company or its subsidiaries (Section 189a no 7 Commercial Code (UGB)) for remuneration purposes; and
 - iii. to resell the treasury shares with partly or entirely excluding the shareholders' repurchase right (exclusion of subscription right), by any lawful means, including off market transactions.
4. Furthermore, the Management Board is authorised, with the consent of the Supervisory Board, to reduce the company's share capital pursuant to section 65 para 1 no 8 last sentence Austrian Stock Corporation Act (AktG) in conjunction with section 192 Austrian Stock Corporation Act (AktG) by cancelling the treasury shares without a further resolution adopted by the General Meeting, whereas the Supervisory Board shall be entitled to adopt a resolution to amend the Articles of Association resulting from the cancellation of shares.
 5. All authorisations may be used once or in several occasions, in whole or in part, individually or jointly.
 6. The authorisations adopted by the General Meeting held on 3 May 2016, agenda item 8, with regard to the repurchase and transfer of treasury shares shall be revoked to the extent they have not expired. For the treasury shares held by the Company at the time of this resolution, the provisions of this resolution shall apply.”

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Reasoning:

For further reasons and explanations of the motion on item 8 of the agenda reference is also made to the report of the Management Board regarding the authorisation of the Management Board to exclude the shareholders' pro-rata right to sell their shares in the course of an off-exchange repurchase of treasury shares and to exclude the pro-rata right to purchase (exclusion of subscription right) in the case of sale of treasury shares in another way than over the stock exchange or through a public offering (section 65 para 1b in connection with section 153 para 4 Austrian Stock Corporation Act (AktG)), published on the website of the company (www.caimmo.com). This report will also be submitted to the Annual General Meeting.

Vienna, 11. April 2019

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