

Motions for resolution

33rd Annual General Meeting ("AGM")
CA Immobilien Anlagen Aktiengesellschaft
in the premises of the Company, Mechelgasse 1, 1030 Vienna
25 August 2020, 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 2019 together with the Management Reports, Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2019 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 2019 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 2019 financial year

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

Resolution:

“From the distributable net profit recognised in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of 31 December 2019 in the amount of 907,529,931.54 euros, for every share in the Company, which is entitled to dividend at the dividend record date (28 August 2020), a dividend of 1.00 euro (one euro) shall be paid out and the remaining net profit shall be carried forward to new account. The dividend is payable on 31 August 2020 (dividend payment date); ex-dividend date is 27 August 2020.”

Note:

At the time of publication of the present motions, 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 the date of publication of these proposals for resolutions (3 August 2020), 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 93,028,299.00 euros shall be distributed to the shareholders and the remaining net profit in the amount of 814,501,632.54 euros shall be carried forward to new account. The total dividend paid is therefore calculated by multiplying the amount of 1.00 euros (one euro) by the number of shares in the Company entitled to dividend on the dividend record date. The number of shares in the Company

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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 2019 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 2019 financial year.“

4. Resolution discharging the members of the Supervisory Board for the 2019 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 2019 financial year.“

5. Resolution on the remuneration of the Supervisory Board for the 2019 financial year

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

Resolution:

“For the 2019 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 309,082.19 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.”

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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. 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.

6. Appointment of the auditor and Group auditor for the 2020 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 2020 financial year.”

7. Election of one person to the Supervisory Board

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

Resolutions:

1. *„The number of Supervisory Board members elected by the General Meeting shall be reduced from currently seven to six members in the future.“*
2. *„Mr. Michael Stanton, born on 19 September 1960, 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 2024.“*

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.

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Up until now, i.e. after the last election by the Annual General Meeting, the Supervisory Board comprised seven 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 mandates of Supervisory Board members Richard Gregson and Michael Stanton, who were elected by the Annual General Meeting, will terminate at the end of the Annual General Meeting on 25 August 2020.

At the upcoming Annual General Meeting, two 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 one vacant mandate. The second 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 seven to six members elected by the General Meeting, which has to be voted on before the proposed elections.

The following 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 nine shareholder representatives (thereof seven elected members and two members delegated via registered shares) contain six 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 rates 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 Austrian Stock Corporation Act (AktG), the Supervisory Board therefore proposes to (re)elect Michael Stanton 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 business year 2024.

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) consist of six members elected by the Annual General Meeting and the two members delegated via registered shares. The other members are delegated according to the Austrian legislation on labor relations (Arbeitsverfassungsgesetz).

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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).

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 18 August 2020, 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 14 August 2020. 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 the Company's remuneration policy covering the principles of the remuneration for the Management Board and the Supervisory Board

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

Resolutions:

“The remuneration policy covering the principles of remuneration for the Management Board and the Supervisory Board shall be adopted as (in the course of preparation of the Annual General Meeting) published on the Company's website (www.caimmo.com).”

Reasoning:

In accordance with section 78a in conjunction with section 98a Austrian Stock Corporation Act (AktG), the Supervisory Board of a publicly listed company must develop principles for remunerating members of the Management and Supervisory Boards (remuneration policy).

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The remuneration policy must be submitted to the Annual General Meeting for a vote at least every fourth fiscal year (and whenever there is a material change). CA Immobilien Anlagen Aktiengesellschaft is required to do so for the first time at the regular Annual General Meeting on 25 August 2020.

The vote of the Annual General Meeting is 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 Supervisory Board must make a proposal to adopt a resolution on the remuneration policy.

Following the preparation by the Remuneration Committee, the Supervisory Board of CA Immo in its meeting of 3 April 2020 established the principles for the remuneration of the Management and Supervisory Boards and adopted its remuneration policy for resolution by the Annual General Meeting.

The remuneration policy is available on the Company's website (www.caimmo.com).

Vienna, 3 August 2020

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