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Shareholders' meeting according to article 107 section 3 AktG

CA Immobilien Anlagen AG: Convening of the General Meeting

Vienna (pta006/09.04.2013/08:00) - CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT

Vienna

FN 75895k

ISIN AT0000641352

Invitation to General Meeting

We hereby invite our shareholders to the 26th Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft, which is to be held at 5 pm on 7 May 2013 in the EMS Lounge, Dietrichgasse 25, 1030 Vienna.

Agenda

1. Presentation of the adopted Annual Financial Statements, Consolidated Financial Statements, Management Report and Group Management Report, in each case as of 31 December 2012, along with the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2012 financial year.
2. Resolution appropriating the net profit recognized in the Annual Financial Statements for 2012.
3. Resolution discharging the members of the Management Board for the 2012 financial year.
4. Resolution discharging the members of the Supervisory Board for the 2012 financial year.
5. Resolution on the remuneration of the Supervisory Board for the 2012 financial year.
6. Appointment of the auditor and Group auditor for the 2013 financial year.
7. Revision and amendment of the authority to issue convertible bonds (2008 convertible bond issue authorisation) granted the Management Board on 13 May 2008 according to Section 174 (2) AktG, by way of a resolution concerning the renewal of the Management Board's authority, within five years of the date of the resolution and with the consent of the Supervisory Board, to issue, also in several tranches, convertible bonds up to a total amount of approx. 100 m euros (2013 convertible bond issue authorisation) being associated with a conversion or subscription right to up to 13,756,000 ordinary bearer shares in the company, representing a portion of the share capital in the amount of up to 100,006,120 euros (approx. 16% of the current share capital), and to regulate all further conditions for the convertible bonds, their issue and the conversion procedure; as well as resolution on the exclusion of shareholders' subscription rights according to Section 174 (4) AktG in conjunction with Section 153 AktG.
8. Resolution concerning
 - a) an amendment of Section 4 Subsection 4 Sentence 1 of the Articles of Association, by restricting the scope of the contingent capital increase adopted by the 21st Ordinary General Meeting on 13 May 2008 according to Section 159 (2) Clause 1 AktG to the amount required to safeguard the convertible bonds already issued in the amount of 135,000,000 euros on the basis of the authority granted the Management Board on 13 May 2008 (2008 convertible bond issue authorisation), being associated with conversion or subscription rights to up to 18,569,464 ordinary bearer shares in the company, representing a portion of the share capital in the amount of up to 135,000,003.28 euros (contingent capital increase I);
 - b) a contingent capital increase of the share capital according to Section 159 (2) Clause 1 AktG by up to 100,006,120 euros by issuing up to 13,756,000 ordinary bearer shares in the company to safeguard conversion rights arising from the convertible bond issue authorisation granted on 7 May 2013 (agenda item 7), and a corresponding amendment of Section 4 (share capital and shares) of the Articles of Association by adding an additional Subsection 5 (contingent capital increase II).
9. Resolution concerning the revision of Section 2 of the Articles of Association (purpose of the business).

Documents for the General Meeting

The following documents will be available for inspection by the shareholders during normal business hours on the premises of the company's headquarters at 1030 Vienna, Mechelgasse 1, Investor Relations Department, at the latest from the 21st day preceding the General Meeting, therefore at the latest from 16 April 2013:

- * Annual Financial Statements for financial year 2012 with Management Report
- * Consolidated Financial Statements for financial year 2012 with Group Management Report
- * Corporate Governance Report for financial year 2012
- * Supervisory Board report to the General Meeting according to Section 96 AktG
- * Proposal on the appropriation of profit
- * Motions for resolutions concerning agenda items 2 to 9
- * Transparency information according to Section 270 (1a) UGB (Austrian Commercial Code) concerning agenda item 6
- * Report of the Management Board concerning the justification of the exclusion of subscription rights, concerning agenda item 7
- * Draft of the Articles of Association reflecting the proposed amendments according to agenda items 8 and 9
- * Forms for granting proxy
- * Forms for revoking proxy

The forenamed documents, the full text of this invitation and the forms for granting and revoking proxy will be accessible on the internet at http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/ http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/ at the latest from the 21st day preceding the General Meeting, therefore at the latest from 16 April 2013, and will also be available at the General Meeting. Upon request, each shareholder shall be sent a copy of the forenamed documents without undue delay and free of charge.

Guidance concerning shareholders' rights according to Sections 109, 110 and 118 AktG (Stock Corporation Act)

Shareholders whose interests collectively total 5% of the share capital, who have held the relevant shares for at least three months, can request in writing that items be added to the agenda of this General Meeting and be announced, provided that such a written request is received by the company, exclusively at the address 1030 Vienna, Mechelgasse 1, Investor Relations, by no later than the 21st day preceding the General Meeting, therefore by no later than 16 April 2013. For bearer shares deposited with a custodian, evidence of qualification as a shareholder shall be furnished simply by a deposit receipt according to Section 10a AktG, confirming that the proposing shareholder has held the shares for at least three months before submitting the request, whereas such receipt shall not be more than seven days old when presented to the company. The other requirements to be satisfied by the deposit receipt are set forth in the remarks concerning the eligibility to attend.

Shareholders whose interests collectively total 1% of the share capital can submit motions for resolutions in text form, together with grounds, concerning any item of the agenda, and can request that such motions, together with grounds, be posted on the company's website, provided that such a request in text form is received by the company, by no later than the 7th working day preceding the General Meeting, therefore by no later than 25 April 2013, only by the following means:

By post: CA Immobilien Anlagen Aktiengesellschaft

Investor Relations

Mechelgasse 1

1030 Vienna

By fax: +43 (0)1 8900 500 82

By e-mail: anmeldung.caimmoag@hauptversammlung.at, whereas the request in text form is to be attached to the e-mail, as a PDF file for example.

For bearer shares deposited with a custodian, evidence of qualification as a shareholder entitled to exercise this right shall be furnished simply by presentation of a deposit receipt according to Section 10a AktG, whereas such receipt shall not be more than seven days old when presented to the company. The other requirements to be satisfied by the deposit receipt are set forth in the remarks concerning the eligibility to attend.

In the case of registered shares, the entry in the share ledger shall be the determining factor, so that no separate evidence is to be furnished by the shareholder.

In the General Meeting, each shareholder is entitled on request to obtain information concerning the affairs of the company to the extent necessary to evaluate an agenda item properly.

Further information on the shareholders' rights, in particular according to Sections 109, 110 and 118 AktG, is available with immediate effect on the company's website at http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/. http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/.

Record date and attendance of the General Meeting

The entitlement to attend the General Meeting and to exercise the voting right and other shareholder rights assertible within the framework of the General Meeting is determined by the share ownership as of midnight on the 10th day preceding the General Meeting, therefore at midnight Vienna time on 27 April 2013 (record date).

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 Section 10a AktG, whereas such receipt must be received by the company no later than on the 3rd working day preceding the General Meeting therefore by no later than 2 May 2013, exclusively at the following address:

By post: CA Immobilien Anlagen Aktiengesellschaft

Investor Relations

Mechelgasse 1

1030 Vienna

By fax: +43 (0)1 8900 500 82

By e-mail: anmeldung.caimmoag@hauptversammlung.at (as a scanned attachment: TIF, PDF, etc.)

Depot receipts can still not be sent by SWIFT (Section 262 (20) AktG) because correct technical execution cannot be guaranteed at present.

Deposit receipt according to Section 10a AktG

The deposit receipt is to be issued by the custodian financial institution having its seat in a member state of the European Economic Area or in a full member state of the OECD, whereas the receipt shall contain the following information:

- * Information on the issuer: name/company name and address or a code conventionally used in transactions between financial institutions (SWIFT code)
- * Information on the shareholder: name/company name, address, date of birth if a natural person, if applicable name of register and registration number if a legal entity
- * Information on the shares: number of shares held by the shareholder (if par shares), also the par value and (in case of several share categories) the name of the share category or the internationally accepted security identification number
- * Custody account number or other identifier
- * Time to which the deposit receipt refers

The deposit receipt furnishing evidence of share ownership and the entitlement to attend the General Meeting must refer to the forenamed record date, therefore to midnight Vienna time on 27 April 2013.

The deposit receipt shall be accepted in either German or English.

Registered shares

As regards registered shares, only shareholders whose registration in text form is received by the company exclusively at one of the following addresses by no later than the 3rd working day preceding the General Meeting, therefore by no later than 2 May 2013, shall be entitled to attend the General Meeting:

By post: CA Immobilien Anlagen Aktiengesellschaft

Investor Relations

Mechelgasse 1

1030 Vienna

By fax: +43 (0)1 8900 500 82

By e-mail: anmeldung.caimmoag@hauptversammlung.at (as a scanned attachment: TIF, PDF, etc.)

Registrations shall be accepted in German or English.

The shares of shareholders registering for the General Meeting or presenting a deposit receipt shall not be blocked, so that shareholders can still freely dispose of their shares even after registering or presenting a deposit receipt.

Representation by proxy

Each shareholder entitled to attend the General Meeting is entitled to appoint a proxy to attend the General Meeting in his name, whereas the proxy shall dispose of the rights held by the shareholder he is representing.

The proxy must be granted to a specific person (natural person or legal entity) in text form, whereas several persons can be granted proxy.

The proxy form must be received by the company exclusively at one of the following addresses:

By post: CA Immobilien Anlagen Aktiengesellschaft

Investor Relations

Mechelgasse 1

1030 Vienna

By fax: +43 (0)1 8900 500 82

By e-mail: anmeldung.caimmoag@hauptversammlung.at (as a scanned attachment: TIF, PDF, etc.)

By hand: Upon registering for the General Meeting at the venue

A proxy form will be sent on request. It can also be downloaded from the company's website at

http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/.

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If the proxy form is not presented by hand when registering on the day of the General Meeting, it must be received by the company by no later than 4 pm Vienna time on 6 May 2013.

If a shareholder has granted proxy to his custodian financial institution, such institution, in addition to issuing a deposit receipt, can simply declare that it has been granted proxy. The remarks concerning the presentation of deposit receipts shall apply mutatis mutandis to the furnishing of such a declaration.

As a special service, a representative of the Austrian Shareholders' Association (IVA - Interessensverband für Anleger), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent proxy for exercising their voting right at the General Meeting. A special proxy form for this purpose can be downloaded from the company's website at

http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/.

http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/. Shareholders can also contact Dr. Michael Knap of the IVA directly by calling +43 (0)1 8763343-30, by fax at +43 (0)1 8763343-39 or by e-mail at michael.knap@iva.or.at.

The preceding provisions concerning the granting of proxy apply mutatis mutandis to the revoking of such proxy.

Total number of shares and votes

At the time of the convening of the General Meeting, the company's share capital totals 638,713,556.20 euros and is divided into 87,856,060 no-par shares, consisting of 87,856,056 bearer shares and four registered shares. Each share carries one vote; the total number of votes is 87,856,060. As at 9 April 2013 there are no shares held by the Company or any of its subsidiaries, of which the vote cannot be exercised.

The shareholders and proxies can be asked, upon entering the General Meeting, to prove their identity by showing a generally accepted valid identity document bearing a photograph, such as a passport or driving license. In order to facilitate efficient admission procedures, shareholders are asked to arrive at the venue in good time before the start of the General Meeting. Doors open for the collection of voting cards at 4 pm.

Vienna, April 2013

The Management Board

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