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Shareholders' meeting according to article 107 section 3 AktG

CA Immobilien Anlagen AG: Convocation of the 27th Ordinary General Meeting

Vienna (pta007/10.04.2014/07:30) - CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT

Vienna

FN 75895k

ISIN AT0000641352 (Common Share with entitlement to dividend as of 1.1.2013)

ISIN AT0000A154Z4 (Common Share with entitlement to dividend as of 1.1.2014)

ISIN AT0000641345 (Registered Share with entitlement to dividend as of 1.1.2013)

We hereby invite our shareholders to the 27th Ordinary General Meeting of CA Immobilien Anlagen Aktiengesellschaft, which is to be held at 5 pm on 8 May 2014 in the "Hofstallung" at MuseumsQuartier, Museumsplatz 1, 1070 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 2013, along with the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2013 financial year.
2. Resolution appropriating the net profit recognized in the Annual Financial Statements for 2013.
3. Resolution discharging the members of the Management Board for the 2013 financial year.
4. Resolution discharging the members of the Supervisory Board for the 2013 financial year.
5. Resolution on the remuneration of the Supervisory Board for the 2013 financial year.
6. Appointment of the auditor and Group auditor for the 2014 financial year.
7. Resolution on elections to the Supervisory Board
8. Resolution a) to revise the Management Board's authority to acquire treasury shares according to Section 65 (1) Clause 8 Austrian Stock Corporation Act (AktG), b) the Management Board's authority associated therewith to exclude the shareholders' general purchase options in conjunction with the utilisation of treasury shares to service the convertible bonds issued based on the authorisations granted on 13 May 2008 and 7 May 2013, as well as c) resolution authorizing the Management Board, with the consent of the Supervisory Board
 - (i) to use treasury shares as a consideration when acquiring enterprises, businesses, business units or interests in one or several companies at home or abroad,
 - (ii) to sell treasury shares at any time according to Section 65 (1b) Austrian Stock Corporation Act (AktG) on the stock exchange or by way of a public offering, and to determine the conditions of the sale,
 - (iii) 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
 - (iv) to reduce the company's share capital according to Section 65 (1) Clause 8 final sentence Austrian Stock Corporation Act (AktG) in conjunction with Section 192 Austrian Stock Corporation Act (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.

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, or on the company's website www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/ at the latest from 17 April 2014:

- * Annual Financial Statements with Management Report
- * Corporate Governance Report
- * Consolidated Financial Statements with Group Management Report
- * Proposal on the appropriation of profit
- * Supervisory Board Report to the General Meeting according to Section 96 Austrian Stock Corporation Act (AktG) in each case for financial year 2013
- * Motions for resolutions concerning agenda items 2 bis 8
- * Transparency information according to Section 270 (1a) UGB (Austrian Commercial Code) concerning agenda item 6
- * Statements by candidates for election to the Supervisory Board (see agenda item 7) according to article 87 subsection 2 of the Austrian Stock Corporation Act (AktG)
- * Report of the Management Board in connection with the use and/or disposal of treasury shares in the company other than on the stock exchange or by way of a public offering, concerning agenda item 8
- * Full text of this invitation
- * Forms for granting and revoking proxy according to Section 114 Austrian Stock Corporation Act (AktG)

Shareholders will be sent a copy of the above documents on request, free of charge and without delay.

GUIDANCE CONCERNING SHAREHOLDERS' RIGHTS ACCORDING TO SECTIONS 109, 110 AND 118 AUSTRIAN STOCK CORPORATION ACT (AKTG)

Addition of items to the agenda

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. Each submitted item must be accompanied by a motion for a resolution and grounds. Such a request shall be given consideration only if received by the company in writing by no later than 17 April 2014 addressed exclusively to CA Immobilien Anlagen Aktiengesellschaft, Investor Relations, 1030 Vienna, Mechelgasse 1. 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 Austrian Stock Corporation Act (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. Several deposit receipts concerning shares, which only together constitute a shareholding of 5%, must refer to the same date. 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.

Shareholders' motions for resolutions

Shareholders whose interests collectively total 1% of the share capital can submit motions for resolutions concerning any item of the agenda in text form, and can request that such motions, together with the names of the relevant shareholders, the grounds that are to be attached and any comments of the Management Board or Supervisory Board, be posted on the company's website. Such a request shall be given consideration only if received by the company in text form by no later than 28 April 2014

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 is to be attached to the e-mail in text form, as a PDF file for example.

If the proposal concerns the election of a member of the Supervisory Board, the grounds shall be replaced by the declaration of the nominee according to Article 87 Section 2 Austrian Stock Corporation Act (AktG). 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 Austrian Stock Corporation Act (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. Several deposit receipts concerning shares, which only together constitute a shareholding of 1%, must refer to the same date. 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.

Notice concerning the right to ask questions

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. The obligation to furnish information also encompasses the company's legal and business relationships with an affiliated enterprise. Disclosure may be denied to the extent that after reasonable commercial assessment it could be to the material detriment of the company or a Group company, or if disclosure would constitute a criminal offence.

Questions, whose response needs longer preparation, must for the sake of an efficient meeting be submitted timely before the general meeting via fax to +43 (0)1 8900 500 82, via e-mail to anmeldung.caimmoag@hauptversammlung.at or in writing to CA Immobilien Anlagen Aktiengesellschaft, 1030 Vienna, Mechelgasse 1, Investor Relations Department. Further information on the shareholders' rights, in particular according to Sections 109, 110 and 118 Austrian Stock Corporation Act (AktG), is available with immediate effect on the company's website 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 assertable within the framework of the General Meeting is determined by the share ownership at midnight Vienna time on 28 April 2014 (record date). Only such shareholders have the right to participate in the general meeting, who give proof of qualification as a shareholder to the Company at that date. In particular, shareholders are entitled to attend the General Meeting, who made use of their conversion right from the convertible bond 09-14 duly before the 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 Austrian Stock Corporation Act (AktG), whereas such receipt must be received by the company no later than 5 May 2014, 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 SWIFT: GIBAATWGMS; Message Type MT598; please indicate in the wording in case of common shares ISIN AT0000641352 and in the case of delivery shares prompted by the exercising of conversion rights ISIN AT0000A154Z4.

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

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.

DEPOSIT RECEIPT ACCORDING TO SECTION 10A AUSTRIAN STOCK CORPORATION ACT (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
- * The deposit receipt must refer to midnight Vienna time on 28 April 2014.

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 5 May 2014, 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 SWIFT: GIBAATWGGMS; Message Type MT598; please indicate in the wording in case of common shares ISIN AT0000641352 and in the case of delivery shares prompted by the exercising of conversion rights ISIN AT0000A154Z4.

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

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 4:00 pm Vienna Time on 7 May 2014.

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 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 639,190,853.51 euros and is divided into 87,921,713 no-par shares, consisting of 87,921,709 bearer shares and four registered shares. Each share carries one vote; the total number of votes is 87,921,713. Since 1 January 2014 up to the date of convening the General Meeting, 65,653 new shares were issued from conditional capital. According to Section 9 (a) of the terms and conditions of the 4.125% convertible bond 09-14 the new shares deriving from conditional capital (settlement shares with ISIN AT0000A154Z4) are provided with full voting rights and have rights to full dividends for the Financial Year in which they are issued and all following Financial Years (but not for the Financial Year 2013 even if a dividend therefore has not been paid yet). Through the exercise of conversion rights arising from the convertible bonds issued by the company the number of shares issued by the company and therefore the number of shares provided with voting rights (but not with entitlement to dividends) can increase before the record date and accordingly the date of the General Meeting. As at 10 April 2014 there are no shares held by the Company or any of its subsidiaries, of which the vote cannot be exercised.

ADMISSION TO THE GENERAL MEETING

For the admission to the General Meeting please bring the notice of your intention to attend the General Meeting and an accepted valid identity document bearing a photograph. 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 4:00 pm. A location plan will be available on the company's website www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/.

Vienna, April 2014

The Management Board

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Austria



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