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publication: 28.11.2014 07:30  
source: <http://adhoc.pressetext.com/news/1417156200345>  
keywords: CA Immo / convocation / extraordinary / general meeting / supervisory board

*Shareholders' meeting according to article 107 section 3 AktG*

## **CA Immobilien Anlagen AG: Convocation of the Extraordinary General Meeting**

Vienna (pta006/28.11.2014/07:30) - 28.11.2014.

**CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT**

**Vienna**

**FN 75895k**

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

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

We hereby invite our shareholders to the **Extraordinary General Meeting** of CA Immobilien Anlagen Aktiengesellschaft, which is to be held at **11:00am on Friday 19 December 2014** in the in the **Saal Olympia Mancini, Hotel Savoyen Vienna**, 1030 Vienna, Rennweg 16.

### **AGENDA**

1. Resolution on elections to the Supervisory Board

### **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/](http://www.caimmo.com/en/investor_relations/ordinary_shareholders_meeting/) at the latest from 28 November 2014:

\* Motions for resolutions concerning agenda item 1

\* Statements by candidates for election to the Supervisory Board (see agenda item 1) according to article 87 subsection 2 of the Austrian Stock Corporation Act (AktG)

\* 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 30 November 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 10 December 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/](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 assertable within the framework of the General Meeting is determined by the share ownership at midnight Vienna time on 9 December 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.

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 16 December 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: GIBAATWGGMS

Message Type MT598; please indicate in the wording in case of common shares ISIN AT0000641352.

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 9 December 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 16 December 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](mailto: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 registered shares ISIN AT0000641345.

by e-mail: [anmeldung.caimmoag@hauptversammlung.at](mailto: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/](http://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 4:00pm Vienna Time on 18 December 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.

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 convening the General Meeting (28 November 2014), the company's share capital totals 718,336,602.72 euros and is divided into 98,808,336 no-par shares, consisting of 98,808,332 bearer shares and four registered shares. Each share carries one vote; the total number of votes is 98,808,336. Since 1 January 2014 up to the date of convening the General Meeting, 10,952,276 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 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. As at the date of convening the General Meeting

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 10:00am.

Vienna, November 2014

The Management Board

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ISIN(s): AT0000641352 (share)

stock exchanges: official trade in Vienna



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