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

## **CA Immobilien Anlagen AG: Convocation of the 29th Ordinary General Meeting**

Vienna (pta015/04.04.2016/12:45) - CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT

**Vienna**

**FN 75895k**

**ISIN AT0000641352 (Common Share)**

**ISIN AT0000641345 (Registered Share)**

We hereby invite our shareholders to the **29th Ordinary General Meeting** of CA Immobilien Anlagen Aktiengesellschaft, which is to be held **at 2:00pm CET on Tuesday, 3 May 2016** in the Saal Olympia Mancini, **Hotel Savoyen Vienna**, 1030 Vienna, Rennweg 16.

### **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 2015, along with the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2015 financial year.
2. Resolution appropriating the net profit recognized in the Annual Financial Statements for 2015.
3. Resolution discharging the members of the Management Board for the 2015 financial year.
4. Resolution discharging the members of the Supervisory Board for the 2015 financial year.
5. Resolution on the remuneration of the Supervisory Board for the 2015 financial year.
6. Appointment of the auditor and Group auditor for the 2016 financial year.
7. Resolution on elections to the Supervisory Board.
8. Resolution a) on revision of the Management Board's authority to acquire treasury shares according to Section 65 para. 1 Clause 8 Austrian Stock Corporation Act (AktG), b) on the exclusion of the shareholders' general purchase options in conjunction with the utilisation of treasury shares to service the convertible bonds issued on the basis of the authorisation granted on 7 May 2013, as well as c) on the authorisation of 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 para. 1 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 purchase options, by any lawful means, including off the exchange, and
  - (iv) to reduce the company's share capital according to Section 65 para. 1b 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, the Supervisory Board being entitled to adopt by resolution amendments to the Articles of Association arising from the calling-in of shares.
9. Amendment of the Articles of Association in Article 12 para 4 by raising the quorum required for resolutions of the Supervisory Board.

### **NOTE**

Based on experience from previous years we trust that the Annual General Meeting of CA Immobilien Anlagen Aktiengesellschaft will close on time. Should it not be possible, contrary to expectations, to close the Annual General Meeting of CA Immobilien Anlagen Aktiengesellschaft by 24:00 hours (CET) on 3 May 2016, it will be continued on 4 May 2016, at 00:00 hours (CET), and 4

May 2016 shall also be deemed as the date for which the Annual General Meeting has been convened.

## DOCUMENTS FOR THE GENERAL MEETING

The following documents will be available to shareholders on our website <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/> from 12 April 2016 at the latest:

- \* the documents listed in agenda item 1
- \* the motions for resolutions of the Management Board and the Supervisory Board concerning agenda items 2 to 9
- \* the transparency information according to Section 270 para. 1a UGB (Austrian Commercial Code) concerning agenda item 6
- \* the statements according to Section 87 para. 2 of the Austrian Stock Corporation Act (AktG) concerning agenda item 7
- \* the report of the Management Board concerning agenda item 8
- \* the comparison of the Articles of Association concerning agenda item 9
- \* the full text of this invitation
- \* the forms for granting and revoking proxy according to Section 114 Austrian Stock Corporation Act (AktG)

Furthermore, all documents can also be viewed during normal business hours on the premises of the company's headquarters at 1030 Vienna, Mechelgasse 1, Investor Relations Department, and will be sent to shareholders on request (contact: Investor Relations Department, T +43 (1) 5325907 - 502 or e-mail [ir@caimmo.com](mailto:ir@caimmo.com)).

## 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 prior to their request, can request in writing that items be added to the agenda of this General Meeting and be announced. Each additional agenda item submitted must be accompanied by a motion for a resolution and reasoning. Such a request shall be given consideration only if received by the company in writing by no later than 12 April 2016 addressed exclusively to CA Immobilien Anlagen Aktiengesellschaft, Investor Relations, 1030 Vienna, Mechelgasse 1. For bearer shares, evidence of qualification as a shareholder shall be furnished simply by a depository 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, such receipt being no more than seven days old when presented to the company. Several depository 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 needs to be provided 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 reasoning 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 22 April 2016

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), 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 reasoning shall be replaced by the declaration of the nominee according to Section 87 para. 2 Austrian Stock Corporation Act (AktG). For bearer shares, evidence of qualification as a shareholder shall be furnished simply by a depository 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, such receipt being no more than seven days old when presented to the company. Several depository 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 needs to be provided by the shareholder.

### Right to obtain Information

In the General Meeting, each shareholder is entitled on request to obtain information concerning the affairs of the company, the Group and the companies included in the consolidated financial statements to the extent necessary to evaluate an agenda item properly. Disclosure may be denied to the extent that according to sound business judgement it is capable of significantly prejudicing the company or an affiliated enterprise, or if disclosure would constitute a criminal offence.

Questions, whose response needs longer preparation, must for the sake of an efficient meeting be submitted in good time before the General Meeting via fax to +43 (0)1 8900 500 82, via e-mail to [anmeldung.caimmoag@hauptversammlung.at](mailto:anmeldung.caimmoag@hauptversammlung.at) or in writing to CA Immobilien Anlagen Aktiengesellschaft, 1030 Vienna, Mechelgasse 1, Investor Relations Department. Further information on 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 <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>. <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

#### **RECORD DATE AND ATTENDANCE OF THE GENERAL MEETING**

The entitlement to participate in the General Meeting and to exercise the voting right and other shareholder rights assertable within the framework of the General Meeting is determined by share ownership at midnight Vienna time on 23 April 2016 (record date). Only such shareholders as give proof of qualification as a shareholder to the Company at that date have the right to participate in the General Meeting. For bearer shares deposited with a custodian, evidence of share ownership on the record date shall be furnished simply by way of a depository receipt according to Section 10a Austrian Stock Corporation Act (AktG), such receipt to be received by the company no later than 28 April 2016, 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.

by e-mail: [anmeldung.caimmoag@hauptversammlung.at](mailto: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 needs to be provided by the shareholder.

#### **DEPOSITORY RECEIPT ACCORDING TO SECTION 10A AUSTRIAN STOCK CORPORATION ACT (AKTG)**

The depository 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, and 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 depository receipt must refer to midnight Vienna time on 23 April 2016.

The depository receipt must be received 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 28 April 2016, shall be entitled to participate in 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 must be received in German or English.

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

## REPRESENTATION BY PROXY

Each shareholder entitled to participate in the General Meeting is entitled to appoint a proxy (representative) to attend the General Meeting in his name, the proxy holder disposing of the same rights as the shareholder he is representing.

The proxy must be granted to a specific person (natural person or legal entity) in written form; 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 (as a scanned attachment: TIF, PDF, etc.)

by hand: upon registering for the General Meeting at the venue

Proxy forms and forms for revoking proxy will be sent on request and can also be downloaded from the company's website <http://www.caimmo.com/en/investor-relations/ordinary-general-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 2 May 2016.

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

Mr. Florian Beckermann (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. Shareholders can also contact Mr. Beckermann directly by calling +43 (0)1 8763343-30, by fax at +43 (0)1 8763343-39 or by e-mail at [florian.beckermann@iva.or.at](mailto:florian.beckermann@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 date of the notice convening the General Meeting, 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 whereby each share grants one vote. At the time of convening the General Meeting, the company or one of its subsidiaries holds 3,000,000 treasury shares, for which the vote cannot be exercised (Section 65 para. 5 Austrian Stock Corporation Act (AktG)). Thus, the total number of votes is 95,808,336.

## ADMISSION TO THE GENERAL MEETING

For admission to the General Meeting please bring the notice of your intention to attend the General Meeting or your power of attorney (proxy) if applicable, 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 1:00pm (CET).

The Management Board

emitter: CA Immobilien Anlagen AG  
Mechelgasse 1  
1030 Wien  
Austria

contact person: Mag. Claudia Höbart

phone: (+431) 532 59 07 - 502

e-mail: [claudia.hoebart@caimmo.com](mailto:claudia.hoebart@caimmo.com)

website: [www.caimmo.com](http://www.caimmo.com)

ISIN(s): AT0000641352 (share)

stock exchanges: official trade in Vienna



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