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

## **CA Immobilien Anlagen AG: Convocation of the 30th Ordinary General Meeting**

Vienna (pta006/13.04.2017/07:30) - 13.04.2017.

**CA IMMOBILIEN ANLAGEN AKTIENGESELLSCHAFT**

**Vienna**

**FN 75895k**

**ISIN AT0000641352 (Bearer Shares)**

**ISIN AT0000641345 (Registered Shares)**

We hereby invite our shareholders to the **30th Ordinary General Meeting** of CA Immobilien Anlagen Aktiengesellschaft, which is to be held **at 2:00pm (Vienna time) on Thursday, 11 May 2017** at the **Austria Center Vienna**, Bruno-Kreisky-Platz 1, 1220 Vienna.

### **AGENDA**

1. Presentation of the adopted Annual Financial Statements and Consolidated Financial Statements as of 31 December 2016 together with the Management Reports, the Corporate Governance Report, the proposal of appropriation of profit and the Supervisory Board report for the 2016 financial year.
2. Resolution appropriating the net profit recognized in the Annual Financial Statements for the 2016 financial year.
3. Resolution discharging the members of the Management Board for the 2016 financial year.
4. Resolution discharging the members of the Supervisory Board for the 2016 financial year.
5. Resolution on the remuneration of the Supervisory Board for the 2016 financial year.
6. Appointment of the auditor and Group auditor for the 2017 financial year.
7. Elections to the Supervisory Board.
8. Resolution concerning the revision of Article 18 (entitlement to attend the General Meeting) by adding the possibility to submit deposit receipts via telefax or email.

### **NOTE**

Based on experience from previous years we expect the Annual General Meeting of CA Immobilien Anlagen Aktiengesellschaft to 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 (Vienna time) on 11 May 2017, it will be continued on 12 May 2017, at 00:00 hours (Vienna time), and 12 May 2017 shall also be deemed as date on 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 20 April 2017 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 through 8
- \* the transparency information according to Section 270 para. 1a UGB (Austrian Commercial Code) concerning agenda item 6
- \* the declarations according to Section 87 para. 2 of the Austrian Stock Corporation Act (AktG) including résumés concerning agenda item 7
- \* the comparison of the Articles of Association concerning agenda item 8

\* 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 at least 5% of the share capital and who have held the relevant shares for at least three months prior to their request, may request in writing that items are added to the agenda of this General Meeting and are announced. Each additional agenda item submitted must be accompanied by a motion for a resolution and reasoning. Pursuant to Section 109 Austrian Stock Corporation Act (AktG), Such a request is only considered if received by the Company in writing by no later than 20 April 2017 addressed exclusively to CA Immobilien Anlagen Aktiengesellschaft, Investor Relations, 1030 Vienna, Mechelgasse 1. For bearer shares, shareholding may be evidenced 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; such receipt not being older than seven days 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 is decisive; no separate evidence is required to be provided by the shareholder.

### **Shareholders' motions for resolutions**

Shareholders whose interests collectively total at least 1% of the share capital may 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 published on the Company's website. Pursuant to Section 110 Austrian Stock Corporation Act (AktG), Such a request is only considered if received by the Company in text form on 2 May 2017 at the latest

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 is replaced by the declaration of the nominee according to Section 87 para. 2 Austrian Stock Corporation Act (AktG). For bearer shares, shareholding may be evidenced by a deposit receipt according to Section 10a Austrian Stock Corporation Act (AktG), such receipt not being older than seven days 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 is decisive; no separate evidence is required to be provided by the shareholder.

### **Right to request information**

In the General Meeting, each shareholder is entitled to request information concerning the affairs of the Company, the Group and the companies included in the consolidated financial statements to the extent necessary to properly evaluate an agenda item.

Information may be denied to the extent that, according to sound business judgement, it may significantly prejudice the Company or an affiliated enterprise, or if disclosure would constitute a criminal offence.

Questions, the response to which require longer preparation time, must be submitted, for the sake of an efficient meeting, 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 regarding 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/>.

## **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 at the General Meeting is determined pursuant to Section 111 Austrian Stock Corporation Act (AktG) by the share ownership at midnight Vienna time on 1 May 2017 (record date). To participate in the General Meeting, shareholders must evidence their shareholding at that date. For bearer shares, evidence of share ownership on the record date must be issued by way of a deposit receipt according to Section 10a Austrian Stock Corporation Act (AktG). Pursuant to Section 111 para. 3 Austrian Stock Corporation Act (AktG), Such receipt must be received by the Company no later than 8 May 2017, exclusively at one of the following addresses in writing:

by post: CA Immobilien Anlagen Aktiengesellschaft, Investor Relations, Mechelgasse 1, 1030 Vienna

by e-mail: anmeldung.caimmoag@hauptversammlung.at (deposit receipt as a PDF-attachment including a qualified electronic signature under the terms of Section 4 para 1 Digital Signature Act (Signatur- und Vertrauensdienstgesetz))

by SWIFT: GIBAATWGGMS, Message Type MT598; please indicate ISIN AT0000641352 in the wording.

Also in advance in text form:

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

by e-mail: anmeldung.caimmoag@hauptversammlung.at (simple e-mail; deposit receipts in the formats PDF, JPG, TXT or TIF).

Deposit receipt according to Section 10a Austrian Stock Corporation Act (AktG)

The deposit receipt must 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 in case of a natural person, name of register and registration number in case of a legal entity

\* Information on the shares: number of shares held by the shareholder 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 1 May 2017.

The deposit 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 on 8 May 2017 at the latest, 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 (as a scanned attachment: TIF, PDF, etc.)

by SWIFT: GIBAATWGGMS, Message Type MT598; please indicate ISIN AT0000641345 in the wording.

Registrations must be received in German or English.

In the case of registered shares, the entry in the share ledger is decisive; no separate evidence needs to be provided by the shareholder.

Registration to the General Meeting or submission of deposit receipt does not block shareholders from their right to freely dispose of their shares.

## **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 and to exercise the same rights as the represented shareholder. The proxy must be granted to one or more specific persons (natural person or legal entity) in text form. 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 bearer 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 under <http://www.caimmo.com/en/investor-relations/ordinary-general-meeting/>.

If the proxy form is not physically provided at the registration for the General Meeting, it must be received by the Company by 4:00 pm Vienna time on 10 May 2017 at the latest.

If a shareholder has granted proxy to his custodian financial institution, such institution, in addition to issuing a deposit receipt, may declare that it has been granted proxy. The explanation concerning the submission of deposit receipts shall apply mutatis mutandis to the issuance 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 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 holds 5,438,046 treasury shares, for which voting rights are dormant (Section 65 para. 5 Austrian Stock Corporation Act (AktG)). Thus, the total number of votes is 93,370,290.

#### **ADMISSION TO THE GENERAL MEETING**

For admission to the General Meeting please bring your registration confirmation to attend the General Meeting or your power of attorney (proxy) if applicable, and a generally accepted and 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 at 1:00pm (Vienna time) for the collection of voting cards.

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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