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Shareholders' meeting results

CA Immobilien Anlagen AG: Voting result for the 31st Ordinary General Meeting of CA Immobilien Anlagen AG on 9 May 2018

Vienna (pta048/09.05.2018/19:30) - .

Agenda item 1:

Presentation of the annual financial statements and the consolidated financial statements, the corporate governance report and the report of the Supervisory Board.

For this agenda item no resolution took place

Agenda item 2:

Resolution appropriating the net profit recognised in the Annual Financial Statements for 2017.

The following resolution has been passed:

"From the distributable net profit recognised in the annual financial statements of CA Immobilien Anlagen Aktiengesellschaft as of 31 December 2017 in the amount of 840,429,411.66 euros, for every share in the Company, which is entitled to dividend at the dividend record date (15 May 2018), a dividend of 0.80 euros (eighty eurocent) shall be paid out and the remaining net profit shall be carried forward to new account. The dividend is payable on 16 May 2018 (dividend payment date); ex-dividend date is 14 May 2018."

Vote:

Presence: 475 shareholders with 50,799,143 votes.

Number of shares voting valid: 50,799,143

Those correspond to this portion of the registered capital: 51.41%

Total numbers of valid votes: 50,799,143

Pro: 475 shareholders with 50,799,143 votes.

Contra: 0 shareholders with 0 votes.

Abstentions: 0 shareholders with 0 votes.

Agenda item 3:

Resolution discharging the members of the Management Board for the 2017 financial year.

The following resolution has been passed:

"The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2017 financial year."

Vote:

Presence: 474 shareholders with 50,798,493 votes.

Number of shares voting valid: 50,684,003

Those correspond to this portion of the registered capital: 51.30%

Total numbers of valid votes: 50,684,003

Pro: 471 shareholders with 50,684,003 votes.
Contra: 0 shareholders with 0 votes.
Abstentions: 3 shareholders with 114,490 votes.

Agenda item 4:

Resolution discharging the members of the Supervisory Board for the 2017 financial year.

The following resolution has been passed:

"The members of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2017 financial year."

Vote:

Presence: 474 shareholders with 50,798,493 votes.
Number of shares voting valid: 26,494,156
Those correspond to this portion of the registered capital: 26.81%
Total numbers of valid votes: 26,494,156

Pro: 466 shareholders with 26,489,270 votes.
Contra: 2 shareholders with 4,886 votes.
Abstentions: 6 shareholders with 24,304,337 votes.

Agenda item 5:

Resolution on the remuneration of the Supervisory Board for the 2017 financial year.

The following resolution has been passed:

"For the 2017 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 430,493.15 euros, whereby each member of the Supervisory Board receives, in addition to the reimbursement of cash expenditures, a fixed annual remuneration of 30,000.00 euros. The Chairman receives twice and his deputy one-and-a-half times the fixed remuneration. In addition to the annual payment, members of the Supervisory Board receive an attendance fee of 1,000.00 euros for each day of a meeting of the Supervisory Board or one of its committees to which they belong."

Vote:

Presence: 475 shareholders with 50,800,688 votes.
Number of shares voting valid: 50,800,688
Those correspond to this portion of the registered capital: 51.41%
Total numbers of valid votes: 50,800,688

Pro: 466 shareholders with 50,778,348 votes.
Contra: 9 shareholders with 22,340 votes.
Abstentions: 0 shareholders with 0 votes.

Agenda item 6:

Appointment of the auditor and Group auditor for the 2018 financial year.

The following resolution has been passed:

"Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, 1220 Vienna, is appointed as the auditor of the Company's Annual Financial Statements and Management Report, and of the Consolidated Financial Statements and Group Management Report to be prepared by the Company, for the 2018 financial year."

Vote:

Presence: 475 shareholders with 50,800,688 votes.

Number of shares voting valid: 50,800,688

Those correspond to this portion of the registered capital: 51.41%

Total numbers of valid votes: 50,800,688

Pro: 451 shareholders with 50,576,449 votes.

Contra: 24 shareholders with 224,239 votes.

Abstentions: 0 shareholders with 0 votes.

Agenda item 7:

Resolution on the revocation of the authorisation of the Management Board to increase the share capital (authorised capital) in the unused amount in connection with a new authorisation of the Management Board to increase the share capital pursuant to Section 169 Austrian Stock Corporation Act (AktG) (authorised capital) against contributions in cash and/or in kind and authorisation of the Management Board to exclude the shareholders' subscription rights as well as related amendments to the Articles of Association.

The following resolution has been passed:

1. The authorisation of the Management Board pursuant to section 169 Austrian Stock Corporation Act (Aktiengesetz) resolved upon in the shareholder's meeting on 28 April 2015 to increase the registered capital by 31 August 2018 by up to Euro 215,500,975 by issuance of up to 29,642,500 new no-par value bearer shares in return for contributions in cash and/or in kind, with or without exclusion of subscription rights, shall be withdrawn in the unused volume and shall be replaced by the following authorisation: The Management Board shall be authorised for five years after the registration of this amendment to the Articles of Association with the Commercial Register pursuant to section 169 Austrian Stock Corporation Act, with the consent of the Supervisory Board, to increase the registered capital by up to Euro 359,168,301.36 by issuance of up to 49,404,168 new ordinary bearer shares in return for contributions in cash and/or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the Company's share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the Supervisory Board and as the case may be, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to section 153 para 6 Austrian Stock Corporation Act. The Management Board shall be authorised, with the consent of the Supervisory Board, to fully or partially exclude shareholders' subscription rights, (i) in case the capital increase is effected in return for cash contributions and the shares issued with excluded subscription rights in total do not exceed the limit of 10% (ten per cent) of the share capital of the Company at the time of passing the resolution for this authorisation, (ii) in case the capital increase is effected in return for contributions in kind, (iii) to provide for an overallotment option (Greenshoe) or (iv) to make up for fractional amounts.

In total, the shares issued with excluded subscription rights on the basis of this authorisation against contribution in cash and/or in kind shall not exceed the limit of 20% (twenty per cent) of the share capital of the Company at the time of passing the resolution for this authorisation. The number of those shares for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights during the term of this authorisation shall be included for the calculation of this limit. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.

2. The Articles of Association are amended in Article 4 (Share Capital and Shares) para 3 which now reads as follows:

"The Management Board is authorised for five years after the registration of this amendment to the Articles of Association, pursuant to section 169 Austrian Stock Corporation Act (Aktiengesetz), with the consent of the Supervisory Board, to increase the registered capital by up to Euro 359,168,301.36 by issuance of up to 49,404,168 new ordinary bearer shares in return for contributions in cash and/or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the Company's share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the supervisory board and as the case may be, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to section 153 para 6 Austrian Stock Corporation Act. The Management Board shall be authorised, with the consent of the Supervisory Board, to fully or partially exclude shareholders' subscription rights, (i) in case the capital increase is effected in return for cash contributions and the shares issued with excluded subscription rights in total do not exceed the limit of

10% (ten per cent) of the share capital of the Company at the time of passing the resolution for this authorisation, (ii) in case the capital increase is effected in return for contributions in kind, (iii) to provide for an overallotment option (Greenshoe) or (iv) to make up for fractional amounts. In total, the shares issued with excluded subscription rights on the basis of this authorisation against contribution in cash and/or in kind shall not exceed the limit of 20% (twenty per cent) of the share capital of the Company at the time of passing the resolution for this authorisation. The number of those shares for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights during the term of this authorisation shall be included for the calculation of this limit. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.""

Vote:

Presence: 469 shareholders with 50,799,492 votes.

Number of shares voting valid: 50,799,492

Those correspond to this portion of the registered capital: 51.41%

Total numbers of valid votes: 50,799,492

Pro: 412 shareholders with 49,418,452 votes.

Contra: 57 shareholders with 1,381,040 votes.

Abstentions: 0 shareholder with 0 votes.

Agenda item 8:

Resolution on the revocation of the authorisation of the Management Board to issue convertible bonds in the unused amount in connection with a new authorisation of the Management Board to issue convertible bonds and exclusion of the shareholders' subscription rights as well as conditional capital and related amendments to the Articles of Association.

The following resolution has been passed:

1.1. The authorisation of the Management Board granted in the shareholder's meeting on 7 May 2013 to issue convertible bonds shall be withdrawn in the unused amount and the Management Board shall be authorised for a period of five years starting with the date of the resolution, with the consent of the Supervisory Board, to issue convertible bonds up to a total nominal amount of Euro 750,000,000.00 with conversion and/or subscription rights in respect of up to 19,761,667 ordinary bearer shares of the company representing a pro-rata amount of the share capital of the company of up to Euro 143,667,319.09, also in several tranches and to determine all other terms of the convertible bonds as well as in respect of the issuance and the conversion procedure. The convertible bonds may be issued against cash and also for contribution in kind. The shareholders' subscription rights are excluded. The authorisation to issue convertible bonds may also be exercised repeatedly. In that case the total number of (i) the shares already issued to holders of convertible bonds according to this authorisation and (ii) the shares in relation to which conversion and/or subscription rights may be exercised out of convertible bonds already issued and out of convertible bonds that may be issued pursuant to the repeated exercise of the issuance authorisation, must not exceed the total maximum amount set out in this resolution. The same applies mutatis mutandis for the total nominal amount of the convertible bonds set out in this authorisation. The fulfilment of the conversion and/or subscription rights can be effected through conditional capital, authorised capital, out of treasury shares or by way of delivery from third parties or a combination thereof.

1.2. Under this authorisation convertible bonds may only be issued, if the total number of new shares for which conversion and/or subscription rights are granted by such convertible bonds shall not exceed 20% (twenty per cent) of the share capital at the time this authorisation is resolved upon. The number of those new shares shall be included for the calculation of this limit, which have been issued from authorised capital under exclusion of the shareholders' subscription rights during the term of this authorisation; further, the number of those shares, for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights on the basis of another authorisation during the term of this authorisation.

1.3. The Management Board shall be authorised to determine, with the consent of the Supervisory Board and in accordance with the provisions of the Austrian Stock Corporation Act, the terms of issuance and the terms and conditions of the convertible bonds, in particular interest rate, issue price, maturity and denomination, dilution adjustment, conversion period and/or conversion date,

conversion rights and/or conversion obligations, conversion ratio and conversion price as well as the terms for conversion and/or subscription. In particular, the following terms and conditions (or a combination thereof) may be provided for:

- i. additional cash payment and consolidation or cash settlement for fractional amounts that cannot be converted;
- ii. fixed or variable conversion ratio or the determination of the conversion price within a specified range dependent on the company's share price development during the term of the convertible bonds;
- iii. the company's right, in case of conversion (exercise of the conversion and/or subscription right) not to deliver shares, but to pay an adequate cash amount on the basis of the company's share price;
- iv. the company's right to redeem the convertible bonds prior to maturity at the nominal amount;
- v. the right of the convertible bond holders to request redemption of the convertible bonds prior to the maturity date at the nominal amount; or
- vi. the conversion obligation (conversion and/or subscription obligation) at the maturity date (or at another date) or the company's right to wholly or partially deliver shares of the company at the maturity date instead of making a cash payment to the holders of convertible bonds.

1.4. The convertible bonds may also be issued by a directly or indirectly wholly owned subsidiary of CA Immobilien Anlagen Aktiengesellschaft; in such case the Management Board shall be authorised, with the consent of the Supervisory Board, to issue a guarantee in respect of the convertible bonds and, in case of conversion (exercise of conversion and/or subscription rights) to deliver shares of the company.

1.5. The price of the convertible bonds shall be determined with regard to market-standard calculation methods in a market-standard pricing procedure. The price (issue price) of the convertible bonds thereby has to be determined by the price (issue price) of an ordinary fixed-interest bond and the price for the conversion rights taking into consideration the other terms and conditions. The issue price of a bond is determined on the basis of market-standard calculation methods subject to maturity of the bond, interest rate, current market interest rate as well as considering the credit rating of the company. The value of the conversion and/or subscription right is calculated by means of option price calculation, in particular considering maturity/exercise period, share price development (volatility) or other financial key performance indicators as well as the relation of the conversion and/or subscription price to the share price. Further conditions, e.g. rights of early redemption, a conversion obligation and a fixed or variable conversion ratio are to be considered.

1.6. The issue price of the shares issued upon exercise of conversion (exercise of the conversion and/or subscription right) and the conversion and/or subscription ratio shall be determined with regard to market-standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital.

1.7. The share capital shall be conditionally increased in accordance with sec 159 para 2 no 1 of the Austrian Stock Corporation Act by up to Euro 143,667,319.09 by issuance of up to 19,761,667 new ordinary bearer shares. The conditional capital increase shall be executed to the extent that conversion and/or subscription rights of holders of convertible bonds issued by the company on the basis of the resolution of the shareholder's meeting of 9 May 2018 are fulfilled. The issue price and the conversion and/or subscription ratio shall be determined with regard to market standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital. The executive board shall be authorised, subject to the approval of the Supervisory Board, to determine further details of the execution of the conditional capital increase (especially issue price, rights attached to the shares, dividend entitlement). The supervisory board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares from the conditional capital.

1.8. The Articles of Association are amended in Article 4 (Registered Capital and Shares) to the effect that para 4 shall now read as follows:

"The share capital will be increased according to Section 159 para 2 no 1 of the Austrian Stock Corporation Act by up to EUR 47,565,458.08 through the issue of up to 6,542,704 ordinary bearer shares in the company (contingent capital increase 2013). The conditional capital increase will only be realised, if the bearer of the convertible bonds issued on the basis of the resolution of the Ordinary General Meeting on 7 May 2013 exercise their right to issue or to convert the convertible bonds into ordinary bearer shares. The amount of capital issued and the exchange ratio are to be established in compliance with recognised actuarial methods

and the price of the company's ordinary shares in a recognised price fixing procedure (principles governing the calculation of the issue amount); the issue amount shall not be less than the pro rata amount of the share capital. The Management Board is authorised with the approval of the Supervisory Board to determine the other details of the conditional capital increase (in particular the issue price and the scope of the rights inherent in the shares). The Supervisory Board is authorised to adopt amendments to the Articles of Association arising from the issue of shares on the basis of the conditional capital increase."

and a new para 5 shall be added to Article 4 that shall read as follows:

"The registered capital of the company is increased conditionally in accordance with sec 159 para 2 no. 1 of the Austrian Stock Corporation Act (Aktiengesetz) by up to Euro 143,667,319.09 by issuance of up to 19,761,667 new ordinary bearer shares (contingent capital increase 2018). The conditional capital increase shall be executed to the extent that conversion and/or subscription rights of holders of convertible bonds issued by the company on the basis of the resolution of the shareholders' meeting of 9 May 2018 are fulfilled. The issue price and the conversion and/or subscription ratio shall be determined with regard to market standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital. The Management Board shall be authorised, subject to the approval of the Supervisory Board, to determine further details of the execution of the conditional capital increase (especially issue price, rights attached to the shares, dividend entitlement). The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares from the conditional capital.""

Vote:

Presence: 468 shareholders with 50,794,897 votes.

Number of shares voting valid: 50,794,797

Those correspond to this portion of the registered capital: 51.41%

Total numbers of valid votes: 50,794,797

Pro: 418 shareholders 49,671,071 votes.

Contra: 49 shareholders with 1,123,726 votes.

Abstentions: 1 shareholder with 100 votes.

Agenda item 9:

Resolution on authorisations of the Management Board for the repurchase and sale of treasury shares also other than via the stock exchange or via a public offering, with an authorisation of the Management Board, to exclude the shareholders' rights to sell their shares as well as their right to repurchase shares and an authorisation of the Management Board to cancel treasury shares.

The following resolution has not been passed:

1. The authorisation of the Management Board granted in the extraordinary shareholders' meeting on 3 May 2016 to purchase treasury shares shall be withdrawn and the Management Board shall be authorised in accordance with section 65 para 1 no 8 and para 1a and para 1b Austrian Stock Corporation Act (AktG) for a period of 30 months from the date of the adopted resolution, with the consent of the Supervisory Board, to repurchase treasury shares in the company for a total of up to 10 per cent of the share capital of the company. The lowest amount payable on repurchase shall not be less than 30% and shall not exceed 10% of the average unweighted price at the close of the market on the ten trading days preceding the repurchase. The Management Board shall further be authorised to determine the respective other terms and conditions of the repurchase. Trading in treasury shares shall be excluded as the purpose of the purchase. The Management Board may elect to make the acquisition either on the stock exchange, or by way of a public offering, or in another lawful, expedient way, including, but not limited to, in particular, off the exchange, or from individual shareholders who are willing to sell their shares and under exclusion of the shareholders' pro rata rights to purchase that may be linked with such acquisition. The authorisation may be exercised in full or in part or in multiple partial amounts by the company, companies affiliated with it or by third parties for their account, and in pursuit of one or more purposes.
2. The shareholder's general purchase options in conjunction with the utilisation of treasury shares to service the convertible bonds issued based on the authorisation granted on 7 May 2013 or based on the authorisation granted in the shareholder's meeting on 9 May 2018 are excluded.

3. Furthermore, the Management Board is authorised, 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 domestically or abroad,
- ii. to sell treasury shares at any time pursuant to Section 65 para 1b 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 shareholders' general purchasing options (exclusion of the pro rata right to repurchase), by any lawful means, including off the exchange, with the consideration payable not being lower than 10% of the average unweighted price at the close of the market on the ten trading days preceding the sale, and
- iv. to reduce the company's share capital pursuant to Section 65 para 1 no 8 final sentence AktG in conjunction with Section 192 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."

Vote:

Presence: 467 shareholders with 50,792,702 votes.

Number of shares voting valid: 50,722,123

Those correspond to this portion of the registered capital: 51.33%

Total numbers of valid votes: 50,722,123

Pro: 452 shareholders with 26,353,649 votes.

Contra: 11 shareholders 24,368,474 votes.

Abstentions: 4 shareholders with 70,579 votes.

Vienna, 9 May 2018

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