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Shareholders' meeting results

CA Immobilien Anlagen AG: Voting result for the 32nd Ordinary General Meeting of CA Immobilien Anlagen AG on 9 May 2019

Wien (pta047/09.05.2019/20:45) - 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 2018.

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 2018 in the amount of 944,552,011.50 euros, for every share in the Company, which is entitled to dividend at the dividend record date (14 May 2019), a dividend of 0.90 euros (ninety eurocent) shall be paid out and the remaining net profit shall be carried forward to new account. The dividend is payable on 15 May 2019 (dividend payment date); ex-dividend date is 13 May 2019."

Vote:

Presence: 619 shareholders with 61,295,168 votes.

Number of shares voting valid: 61,295,168

Those correspond to this portion of the registered capital: 62,03%

Total numbers of valid votes: 61,295,168

Pro: 619 shareholders with 61,295,168 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 2018 financial year.

The following resolution has been passed:

"The members of the Management Board of CA Immobilien Anlagen Aktiengesellschaft are discharged for the 2018 financial year."

Presence: 621 shareholders with 61,832,905 votes.

Number of shares voting valid: 60,292,555

Those correspond to this portion of the registered capital: 61,02%

Total numbers of valid votes: 60,292,555

Pro: 599 shareholders with 60,135,157 votes.

Contra: 6 shareholders with 157,398 votes.

Abstentions: 16 shareholders with 1,540,350 votes.

Agenda item 4:

Resolution discharging the members of the Supervisory Board for the 2018 financial year.

1) The following resolution has been passed:

"The Chairman of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft, Torsten Hollstein, is discharged for the 2018 financial year."

Vote:

Presence: 621 shareholders with 61,832,905 votes.

Number of shares voting valid: 60,246,518

Those correspond to this portion of the registered capital: 60,97%

Total numbers of valid votes: 60,246,518

Pro: 590 shareholders with 59,666,632 votes.

Contra: 12 shareholders with 579,886 votes.

Abstentions: 19 shareholders with 1,586,387 votes.

2) The following resolution has been passed:

"With the exception of the Chairman of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft, Torsten Hollstein (resolution taken in an other voting), the Members of the Supervisory Board of CA Immobilien Anlagen AG are discharged for the 2018 financial year."

Vote:

Presence: 621 shareholders with 61,832,905 votes.

Number of shares voting valid: 60,246,518

Those correspond to this portion of the registered capital: 60,97%

Total numbers of valid votes: 60,246,518

Pro: 590 shareholders with 59,667,767 votes.

Contra: 12 shareholders with 578,751 votes.

Abstentions: 19 shareholders with 1,586,387 votes.

Agenda item 5:

Resolution on the remuneration of the Supervisory Board for the 2018 financial year.

The following resolution has been passed:

"For the 2018 financial year, the members of the Supervisory Board are granted a remuneration in the total amount of 380,068.49 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: 624 shareholders with 61,833,025 votes.

Number of shares voting valid: 61,833,025

Those correspond to this portion of the registered capital: 62,58 %

Total numbers of valid votes: 61,833,025

Pro: 621 shareholders with 61,794,910 votes.

Contra: 3 shareholders with 38,115 votes.

Abstentions: 0 shareholders with 0 votes.

Agenda item 6:

Appointment of the auditor and Group auditor for the 2019 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 2019 financial year."

Vote:

Presence: 623 shareholders with 61,833,015 votes.

Number of shares voting valid: 61,819,333

Those correspond to this portion of the registered capital: 62,56%

Total numbers of valid votes: 61,819,333

Pro: 613 shareholders with 61,357,664 votes.

Contra: 9 shareholders with 461,669 votes.

Abstentions: 1 shareholders with 13,682 votes.

Agenda item 7:

Elections to the Supervisory Board

1) The following resolution has been passed:

"The number of Supervisory Board members elected by the General Meeting is reduced from currently eight to seven members in the future"

Vote:

Presence: 623 shareholders with 61,833,015 votes.

Number of shares voting valid: 61,833,015

Those correspond to this portion of the registered capital: 62,58%

Total numbers of valid votes: 61,833,015

Pro: 552 shareholders with 53,086,961 votes.

Contra: 71 shareholders with 8,746,054 votes.

Abstentions: 0 shareholder with 0 votes.

2) The following resolution has been passed:

"Dr. iur. Monika Wildner, born on 10 December 1971, is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the business year 2023."

Vote:

Presence: 623 shareholders with 61,833,015 votes.

Number of shares voting valid: 54,445,123

Those correspond to this portion of the registered capital: 55,10%

Total numbers of valid votes: 54,445,123

Pro: 568 shareholders with 54,286,286 votes.

Contra: 2 shareholders with 158,837 votes.

Abstentions: 53 shareholder with 7,387,892 votes.

3) The following resolution has been passed:

"Mr Jeffrey Gordon Dishner, born on 15 September 1964, is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the business year 2023."

4) The following resolution has not been passed:

"Mr Martin Hagleitner, born on 24 September 1966, is elected as member of the Supervisory Board of CA Immobilien Anlagen Aktiengesellschaft until the conclusion of the Annual General Meeting, which resolves on the discharge of the Supervisory Board for the business year 2023."

Vote:

Presence: 623 shareholders with 61,833,015 votes.

Number of shares voting valid: 50,517,094

Those correspond to this portion of the registered capital: 51,13%

Total numbers of valid votes: 50,517,094

Pro Jeffrey Dishner: 450 shareholders with 48,966,030 votes.

Pro Martin Hagleitner: 30 shareholders with 1,551,064 votes.

Contra: 0 shareholders with 0 votes.

Abstentions: 143 shareholder with 11,315,921 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. The Management Board is 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, whereas the company's stock of treasury shares must not exceed 10 per cent of its share capital. The consideration shall not be lower than 30% and shall not exceed 10% of the average unweighted market 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 reacquire the shares either via the stock exchange or by way of a public offer, or, with the consent of the Supervisory Board, by any other lawful and appropriate way, in particular off market, and/or from individual shareholders and under exclusion of the shareholders' pro rata rights (reverse subscription right). The authorisation may be exercised in full or in part or in multiple partial amounts and in pursuit of one or more purposes by the company, subsidiaries (section 189a no 8 Commercial Code (UGB)) or by third parties for their account. The authorisation may be repeatedly exercised.

2. The shareholder's repurchase right (subscription right) with respect to 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 General Meeting on 9 May 2018 are excluded ("Direktausschluss").

3. In addition, the Management Board is authorised, with the consent of the Supervisory Board, to transfer the acquired treasury shares via the stock exchange, or by way of a public offering and to determine the terms and conditions of the transfer of shares without an additional resolution by the General Meeting.

Further, the Management Board is authorised, with consent of the Supervisory Board, for the period of five years from the date of this resolution in accordance with Section 65 Para 1b AktG, to transfer treasury shares using a different legally permitted method of transferring than via the stock exchange or a public offering, to decide on a potential exclusion of pre-emption rights (subscription rights) of shareholders, and to determine the terms and conditions of the transfer of shares. This authorisation includes in particular, but is not limited to, the transfer of treasury shares by using a different legally permitted method of transferring than via the stock exchange or a public offer for the following purposes:

- i. in order to be able to transfer the shares in exchange for non-cash-contributions, provided this is done for the purpose of (also indirectly) acquiring enterprises, businesses, business units, interests in one or several companies or properties and property portfolios, each either domestically or abroad;
- ii. to transfer shares to employees, senior executives as well as members of the Management Board of the Company or its subsidiaries (Section 189a no 7 Commercial Code (UGB)) for remuneration purposes; and
- iii. to resell the treasury shares with partly or entirely excluding the shareholders' repurchase right (exclusion of subscription right), by any lawful means, including off market transactions.

4. Furthermore, the Management Board is authorised, with the consent of the Supervisory Board, to reduce the company's share capital pursuant to section 65 para 1 no 8 last sentence Austrian Stock Corporation Act (AktG) in conjunction with section 192 Austrian Stock Corporation Act (AktG) by cancelling the treasury shares without a further resolution adopted by the General Meeting, whereas the Supervisory Board shall be entitled to adopt a resolution to amend the Articles of Association resulting from

the cancellation of shares.

5. All authorisations may be used once or in several occasions, in whole or in part, individually or jointly.

6. The authorisations adopted by the General Meeting held on 3 May 2016, agenda item 8, with regard to the repurchase and transfer of treasury shares shall be revoked to the extent they have not expired. For the treasury shares held by the Company at the time of this resolution, the provisions of this resolution shall apply."

Vote:

Presence: 624 shareholders with 61,717,591 votes.

Number of shares voting valid: 61,640,273

Those correspond to this portion of the registered capital: 62,38%

Total numbers of valid votes: 61,640,273

Pro: 602 shareholders 61,135,860 votes.

Contra: 16 shareholders with 504,413 votes.

Abstentions: 6 shareholders with 77,318 votes.

Vienna, 9 May 2019

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