

publication: 16.05.2019 18:05

source: <http://adhoc.presstext.com/news/1558022700425>

keywords: CA Immobilien Anlagen AG / general meeting / buy-back

Announcement according to article 119 section 9 BörseG

CA Immobilien Anlagen AG: Announcement of the shareholders resolution for the acquisition and sale of treasury shares

Wien (pta039/16.05.2019/18:05) - On 9 May 2019 the 32th Ordinary Shareholder Meeting of CA Immobilien Anlagen Aktiengesellschaft, Vienna, FN 75895 k, passed the following resolution:

"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."

emitter: CA Immobilien Anlagen AG
Mechelgasse 1
1030 Wien
Austria

contact person: Mag. Claudia Höbart

phone: +43 (0)1532 5907-502

e-mail: claudia.hoebart@caimmo.com

website: www.caimmo.com

ISIN(s): AT0000641352 (share)

stock exchanges: official trade in Vienna



News transmitted by presstext.adhoc. The emitter is responsible for the content.