

**Instruction form for the**  
25<sup>th</sup> Ordinary Shareholders' Meeting of IMMOFINANZ AG  
Austria Center Vienna, Bruno-Kreisky-Platz 1, 1220 Vienna  
11 May 2018, 10:00 a.m. CEST (Vienna local time)

If you have chosen **one of the company designated proxy holders** for the shareholders' meeting of IMMOFINANZ AG, you may issue mandatory instructions to the proxy holder with this form. With this form you may not issue instructions to other authorized persons. The instructions will be forwarded to the proxy holder.

The instructions apply to the motions of the Executive Board and the Supervisory Board pursuant to sec 108 para 1 Austrian Stock Corporation Act in respect of each agenda item. If a separate vote on specific items of a motion of an agenda item takes place, the instruction issued for this agenda item will apply to every separate vote, correspondingly. In case of additional agenda items or new or modified motions, the proxy holder will abstain from voting. In case of proposed motions for which no or an unclear instruction (e.g. simultaneously FOR or AGAINST regarding the same motion) is issued, the proxy holder will abstain from voting.

Forename, Surname / company name of the shareholder

Contact possibility (phone number or e-mail)

Name of the authorized person

**Agenda items (short form)**

(Please tick in the box ; don't use a red pen )

	For the motions	Against the motions	Abstention
2. <b>Appropriation of the balance sheet profit</b> stated in the financial statements for the business year 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. <b>Approval of actions</b> of the members of the <b>Executive Board</b> for the business year 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. <b>Approval of actions</b> of the members of the <b>Supervisory Board</b> for the business year 2017. <i>(In case you elected Mr. Michael Knap as proxy holder, he is not entitled to vote on resolutions regarding this agenda item.)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. <b>Remuneration of the Supervisory Board members</b> for the business year 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. <b>Election of the auditor</b> for the annual financial statements and consolidated financial statements for the business year 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. <b>Authorisations</b> of the executive board in relation to the <b>repurchase and sale of treasury shares</b> .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. <b>Authorisation</b> of the executive board to <b>increase the share capital in accordance with Section 169 Austrian Stock Corporation Act (Authorized Capital)</b> against contributions in cash and/or in kind, including the authorization of the executive board to <b>exclude the subscription right</b> , combined with the revocation of the existing authorisation to increase the share capital (Authorized capital) in the unused amount and the corresponding amendments to the Articles of Association in Article 4 (registered capital and shares).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. a) Authorisation of the executive board to <b>issue convertible bonds</b> and exclusion of subscription rights in connection with the revocation of the existing authorization of the executive board to issue convertible bonds in the unused amount; b) <b>conditional capital increase</b> (Section 159 para. 2 no. 1 Austrian Stock Corporation Act) and cancellation of existing conditional capital pursuant to the resolution of the ordinary shareholders' meeting of 28 September 2011 in the unused amount (Article 4 para. 8 of the Articles of Association); in each case the corresponding amendments to the Articles of Association in Article 4 (registered capital and shares).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. a) Resolution on the <b>reclassification of the share capital</b> of the Company by reverse stock split in a ratio of 10 : 1 (ten shares to one share), so that each 10 (ten) existing shares of the Company are merged to 1 (one) share; together with b) resolution on the <b>increase of the share capital</b> of the Company from company funds by conversion of an amount of the appropriated capital reserve accounted in the annual financial statements as at 31 December 2017 without issuing new shares (capital adjustment according to Sections 1 et seq. Capital Adjustment Act); together with c) Resolution on the ordinary <b>reduction of the share capital</b> of the Company in accordance with Section 175 et seq. Austrian Stock Corporation Act for the purpose of being allocated in unappropriated reserves.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy holder is entitled to reject any power of attorney without giving reasons, in particular if the power of attorney has not been validly issued. The proxy holder or one of his agents will seek to notify the principal, if contact details (telephone, e-mail, etc.) have been provided and giving notice is feasible within the required timeframe. If no power of attorney has been granted relating to this instruction form, the instruction will not be executed.

This instruction form must be sent together with the power of attorney and the depository confirmation to the address stated in the invitation to the shareholders' meeting. If the power of attorney relating to this instruction form is revoked, the instructions are also invalid. This revocation of the power of attorney must also be sent to the address referred to above. In case of a revocation at the day of the shareholders' meeting, it is required to refer to the issued instruction separately.

date

signature / company signature

where required signatures of all co-owners