

**Resolutions and votes of  
the 24<sup>th</sup> Ordinary Shareholders' Meeting of IMMOFINANZ AG  
of 01 June 2017**

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**Item 1. of the agenda**

**Presentation of the adopted annual financial statements including the management report, the consolidated corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of the balance sheet profit and the report of the supervisory board on the abbreviated business year 2016.**

For this agenda item no resolution took place.

**No resolution**

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**Item 2. of the agenda**

**Resolution on the appropriation of the balance sheet profit stated in the financial statements for the business year 2016.**

**The following resolution has been passed:**

Out of the balance sheet profit stated in the financial statements of IMMOFINANZ AG for the business year ending on 31 December 2016 in the amount of EUR 65,000,000.00 a dividend of EUR 0.06 per share bearing dividend entitlement is distributed to the shareholders for the total number of 1,052,525,375 shares of the company entitled to receive a dividend, hence EUR 63,151,522.50 are distributed to the shareholders and the remaining balance sheet profit of EUR 1,848,477.50 is carried forward onto new account. The distribution of balance sheet profit shall be qualified under Austrian tax law as repayment of capital according to section 4 para 12 of the Austrian Income Tax Act. The dividend is due and payable on 07 June 2017 (Dividend-Payment-Date). The shares of IMMOFINANZ AG are traded at the Vienna Stock Exchange and Warsaw Stock Exchange from 02 June 2017 ex dividend for the abbreviated business year 2016 (Dividend Ex-Date). The relevant date for the securities account balance to receive a dividend (Record Date) is 06 June 2017.

**Vote:**

**Presence:** 538 shareholders with 336,335,055 votes

**Number of shares for which valid votes have been cast: 336,231,654**

**Percentage of the share capital represented by these votes: 32.35 %**

**Total number of valid votes cast: 336,231,654**

**Pro:** 527 shareholders with 336,228,806 votes

**Contra:** 2 shareholders with 2,848 votes

**Abstention:** 9 shareholders with 103,401 votes

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## Item 3. of the agenda

### Approval of the actions of the members of the executive board

#### The following resolution has been passed:

Approval of the actions of the members of the executive board for the abbreviated business year 2016 is accorded.

#### Vote:

**Presence:** 528 shareholders with 335,077,355 votes

**Number of shares for which valid votes have been cast: 334,805,636**

**Percentage of the share capital represented by these votes: 32.21 %**

**Total number of valid votes cast: 334,805,636**

**Pro:** 505 shareholders with 334,492,251 votes

**Contra:** 6 shareholders with 313,385 votes

**Abstention:** 17 shareholders with 271,719 votes

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## Item 4. of the agenda

### Approval of the actions of the members of the supervisory board

#### The following resolution has been passed:

Approval of the actions of the members of the supervisory board for the abbreviated business year 2016 is accorded.

#### Vote:

**Presence:** 509 shareholders with 264,005,876 votes

**Number of shares for which valid votes have been cast: 263,725,538**

**Percentage of the share capital represented by these votes: 25.37 %**

**Total number of valid votes cast: 263,725,538**

**Pro:** 481 shareholders with 263,294,422 votes

**Contra:** 11 shareholders with 431,116 votes

**Abstention:** 17 shareholders with 280,338 votes

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## Item 5. of the agenda

### Remuneration of the supervisory board members

#### The following resolution has been passed:

The remuneration of the members of the supervisory board is determined collectively at EUR 260,939.38 for the abbreviated business year 2016, whereas the allocation of this remuneration shall be determined by the supervisory board.

#### Vote:

**Presence:** 529 shareholders with 335,389,413 votes

**Number of shares for which valid votes have been cast: 334,429,910**

**Percentage of the share capital represented by these votes: 32.17 %**

**Total number of valid votes cast: 334,429,910**

**Pro:** 383 shareholders with 333,881,344 votes  
**Contra:** 21 shareholders with 548,566 votes  
**Abstention:** 125 shareholders with 959,503 votes

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## Item 6. of the agenda

### **Election of the auditor for the financial statements and the consolidated financial statements for the business year 2017**

#### **The following resolution has been passed:**

Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, is appointed as auditor for the annual financial statements and consolidated financial statements for the business year 2017.

#### **Vote:**

**Presence:** 520 shareholders with 325,462,410 votes  
**Number of shares for which valid votes have been cast: 324,999,092**  
**Percentage of the share capital represented by these votes: 31.27 %**  
**Total number of valid votes cast: 324,999,092**  
**Pro:** 472 shareholders with 323,954,313 votes  
**Contra:** 29 shareholders with 1,044,779 votes  
**Abstention:** 19 shareholders with 463,318 votes

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## Item 7. of the agenda

### **Authorisations of the executive board for the repurchase and sale of treasury shares**

#### **The following resolution has been passed:**

1. The authorisation of the executive board granted in the 23<sup>rd</sup> ordinary shareholders' meeting on 29 September 2016 to purchase treasury shares shall be withdrawn and the executive board shall be authorised in accordance with section 65 para 1 no 8 and para 1a and para 1b Austrian Stock Corporation Act 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, also under repeated use of the 10 per cent threshold, both over the stock exchange and off-exchange, and with the exclusion of the shareholders' right to sell their shares. 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. The equivalent price per share must not fall below the level of EUR 0.10. The highest equivalent price per share paid in the buy-back shall not be more than 15 per cent above the average of the volume weighted daily closing price of the previous ten trading days of the shares on the Vienna Stock Exchange. If treasury shares are sold and repurchased by the company in the course of financing transactions (e.g. repo transactions or swap transactions) or in transactions involving securities lending or loans, the sales price shall be the highest equivalent price for the buy-back in addition to appropriate interest.
2. The authorisation of the executive board granted in the 23<sup>rd</sup> ordinary shareholders' meeting on 29 September 2016 to sell treasury shares shall be withdrawn and the executive board shall be authorised in accordance with section 65 para 1b Austrian Stock Corporation Act for a period of 5 years from the date of the adopted resolution,

subject to the approval of the supervisory board, to sell and use treasury shares in another way than over the stock exchange or through a public offering, and also to hereby exclude the proportional purchase right of shareholders (exclusion of 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.

3. The authorisation of the executive board granted in the 23<sup>rd</sup> ordinary shareholders' meeting on 29 September 2016 to redeem treasury shares shall be withdrawn and the executive board shall be authorised without further involvement of the shareholders' meeting, with the consent of the supervisory board, to redeem treasury shares. Treasury shares redeemed on the basis of this authorisation are to be deducted from the limit of 10 per cent according to item 1, whereas such deduction is not applicable for treasury shares currently held by the company or its subsidiaries. The supervisory board shall be authorised to resolve upon amendments of the Articles of Association resulting from the redemption of treasury shares.

**Vote:**

**Presence:** 520 shareholders with 325,472,510 votes

**Number of shares for which valid votes have been cast: 325,234,891**

**Percentage of the share capital represented by these votes: 31.29 %**

**Total number of valid votes cast: 325,234,891**

**Pro:** 489 shareholders with 324,822,024 votes

**Contra:** 13 shareholders with 412,867 votes

**Abstention:** 18 shareholders with 237,619 votes

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**Item 8. of the agenda**

**Resolution on the amendment of the Articles of Association**

**The following resolution has been passed:**

Amendment of the Articles of Association to the effect that the following second sentence is added in Article 18 para (2) of the Articles of Association:

*“The invitation may provide for a communication channel for submitting deposit receipts via telefax, email or by similar means of communication (whereby the electronic format may be specified in the invitation).”*

**Vote:**

**Presence:** 519 shareholders with 325,462,720 votes

**Number of shares for which valid votes have been cast: 325,138,161**

**Percentage of the share capital represented by these votes: 31.28 %**

**Total number of valid votes cast: 325,138,161**

**Pro:** 487 shareholders with 325,119,115 votes

**Contra:** 5 shareholders with 19,046 votes

**Abstention:** 27 shareholders with 324,559 votes

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## Item 9. of the agenda

**Resolution on the approval of a settlement with the former member of the executive board Mr. Karl Petrikovics according to section 84 para 4 sentence 3 Austrian Stock Corporation Act**

**The following resolution has been passed:**

Agreement (settlement) with the former member of the executive board, Mr. Karl Petrikovics was approved. For IMMOFINANZ Group, the out-of-court solution represents an equivalent value of in total EUR 23,000,000.00.

**Vote:**

**Presence:** 516 shareholders with 325,134,624 votes

**Number of shares for which valid votes have been cast: 276,863,956**

**Percentage of the share capital represented by these votes: 26.63 %**

**Total number of valid votes cast: 276,863,956**

**Pro:** 464 shareholders with 276,798,885 votes

**Contra:** 26 shareholders with 65,071 votes

**Abstention:** 26 shareholders with 48,270,668 votes

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