

**Dr. Rudolf Fries**

Erzherzog-Rainer-Ring 23  
2500 Baden near Vienna, Austria

**Declaration according to section 87 para 2 Austrian Stock Corporation Act**  
for the Ordinary Shareholder's Meeting of IMMOFINANZ AG on 29 September 2016

According to section 87 para 2 Austrian Stock Corporation Act each candidate proposed for election to the supervisory board has to inform the shareholders' meeting regarding his professional qualification, his professional or similar functions as well as all circumstances, which could give rise to cause concerns regarding independence. Therefore I declare as follows:

1. To verify my professional qualifications, I refer to the curriculum vitae (Annex ./1).
2. The curriculum vitae (Annex ./1) also includes my professional or similar functions.
3. I have not been convicted by law for a criminal act that would compromise my professional reliability as supervisory board member.
4. Regarding the independence criteria according to the guidelines of the Austrian Corporate Governance Act:
  - I have not served as member of the management board or as a management-level staff member of IMMOFINANZ AG or one of its subsidiaries.
  - Neither myself nor a company in which I have a considerable economic interest have or have maintained any business relations with IMMOFINANZ AG or one of its subsidiaries in the past year to an extent of significance for me as a supervisory board member.
  - I have not acted as auditor of IMMOFINANZ AG nor have I owned a share in the auditing company or have worked there as an employee.
  - I am not a member of the management board of another company in which a member of the management board of IMMOFINANZ AG is a supervisory board member.
  - I am not a closely related member of the family (i) of a member of the management board or of a management-level staff member of IMMOFINANZ AG or one of its subsidiaries or (ii) of the auditor of IMMOFINANZ AG or a shareholder of the auditing company or of an employee of the auditing firm.

Hence, there are no circumstances which could give reason to cause concerns regarding my independence with respect to my function as supervisory board member of IMMOFINANZ AG.

5. For any questions I am at disposal, particularly during the shareholders' meeting.

Baden near Vienna, September 6, 2016

*Rudolf Fries*