
IMMOFINANZ

G R O U P

Resolutions and votes of the 21st Ordinary Shareholders' Meeting of IMMOFINANZ AG of 30 September 2014

Item 1. of the agenda

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.

No resolution

Item 2. 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 business year 2013/2014 is accorded.

Vote:

Presence: 3,408 shareholders with 352,843,488 votes

Number of shares for which valid votes have been cast: 352,021,342

Percentage of the share capital represented by these votes: 31.18 %

Total number of valid votes cast: 352,021,342

Pro: 3,391 shareholders with 351,805,031 votes.

Contra: 2 shareholders with 216,311 votes.

Abstention: 15 shareholders with 822,146 votes.

Item 3. 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 business year 2013/2014 is accorded.

Vote:

Presence: 3,386 shareholders with 287,324,873 votes

Number of shares for which valid votes have been cast: 286,500,746

Percentage of the share capital represented by these votes: 25.38 %

Total number of valid votes cast: 286,500,746

Pro: 3,363 shareholders with 284,874,329 votes.

Contra: 7 shareholders with 1,626,417 votes.

Abstention: 16 shareholders with 824,127 votes.

Item 4. 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 289,575.00 for the business year 2013/2014, whereas the allocation of this remuneration shall be determined by the supervisory board.

Vote:

Presence: 3,387 shareholders with 354,468,307 votes

Number of shares for which valid votes have been cast: 339,865,436

Percentage of the share capital represented by these votes: 30.10 %

Total number of valid votes cast: 339,865,436

Pro: 1,003 shareholders with 339,857,354 votes.

Contra: 3 shareholders with 8,082 votes.

Abstention: 2,381 shareholders with 14,602,871 votes.

Item 5. of the agenda

Election of the auditor for the financial statements and the consolidated financial statements

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 2014/2015.

Vote:

Presence: 3,384 shareholders with 354,428,249 votes

Number of shares for which valid votes have been cast: 346,301,836

Percentage of the share capital represented by these votes: 30.67 %

Total number of valid votes cast: 346,301,836

Pro: 3,351 shareholders with 346,036,413 votes.

Contra: 5 shareholders with 265,423 votes.

Abstention: 28 shareholders with 8,126,413 votes.

Item 6. of the agenda

Election to the supervisory board

The following resolution has been passed:

The number of the members of the supervisory board of IMMOFINANZ AG is reduced from seven to four members.

Vote:

Presence: 3,372 shareholders with 354,571,323 votes

Number of shares for which valid votes have been cast: 354,072,511

Percentage of the share capital represented by these votes: 31.36 %

Total number of valid votes cast: 354,072,511

Pro: 3,357 shareholders with 354,013,889 votes.

Contra: 3 shareholders with 58,622 votes.

Abstention: 12 shareholders with 498,812 votes.

The following resolution has been passed:

Mr. Christian Böhm is elected to the supervisory board of IMMOFINANZ AG effective from the end of the 21st ordinary shareholders' meeting on 30 September 2014 for the period until the end of the shareholders' meeting resolving on the approval of actions for the business year 2015/2016.

Vote:

Presence: 3,371 shareholders with 354,562,097 votes

Number of shares for which valid votes have been cast: 354,216,787

Percentage of the share capital represented by these votes: 31.38 %

Total number of valid votes cast: 354,216,787

Pro: 3,298 shareholders with 343,703,018 votes.

Contra: 67 shareholders with 10,513,769 votes.

Abstention: 6 shareholders with 345,310 votes.

Item 7. of the agenda

Resolutions on the revocation of the authorisation of the executive board to increase the registered capital (authorised capital) in connection with a new authorisation of the executive board to increase the registered capital pursuant to section 169 Austrian Stock Corporation Act (authorised capital) in return for contributions in cash and/or in kind including the authorisation of executive board to exclude the shareholders' subscription rights and on the related amendments to the Articles of Association

The following resolution has been passed:

1. The authorisation of the Executive Board pursuant to section 169 Austrian Stock Corporation Act to increase the registered capital by 22 October 2014 by up to EUR 238,289,496.40 by issuance of up to 229,525,447 new bearer shares in return for contributions in cash or in kind, with or without exclusion of subscription rights, shall be withdrawn and shall be replaced by the following authorisation:

The executive board shall be authorised for five years after the registration of this amendment to the Articles of Association in the Commercial Register pursuant to section 169 Austrian Stock Corporation Act (Aktiengesetz), with the consent of the supervisory board, to increase the registered capital by up to EUR 234,411,975.04 by issuance of up to 225,790,537 new ordinary bearer shares in return for contributions in cash or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the Company's share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the supervisory board. The executive board shall be authorised, with the consent of the supervisory board, to fully or partially exclude shareholders' subscription rights, (i) if the capital increase is effected in return for cash contributions and in total the shares issued with excluded subscription rights shall not exceed the limit of 10% (ten per cent) of the share capital of the Company at the time of the exercise of the authorisation, (ii) if the capital increase is effected in return for contributions in kind, (iii) to provide for an overallocation option (Greenshoe) or (iv) to make up for fractional amounts. The total number of shares issued in accordance with this authorisation in return for contributions in cash and in kind with excluded shareholders' subscription rights, may not exceed the limit of 20% (twenty per cent) of the share capital of the Company at the time of the exercise of this authorisation. This limit includes new shares to be issued on the basis of a convertible bond issued during the term of this authorisation with shareholders' subscription rights excluded. The supervisory board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.

2. The Articles of Association of the company are amended in article 4 para 4 in the revised version as published on the company's website (www.immofinanz.com) according to section 108 para 4 Austrian Stock Corporation Act in preparation for this shareholders' meeting.

Vote:

Presence: 3,350 shareholders with 354,319,107 votes

Number of shares for which valid votes have been cast: 353,778,966

Percentage of the share capital represented by these votes: 31.34 %

Total number of valid votes cast: 353,778,966

Pro: 3,192 shareholders with 281,240,376 votes.

Contra: 147 shareholders with 72,538,590 votes.

Abstention: 11 shareholders with 540,141 votes.

Item 8. of the agenda

Authorisation of the executive board in relation to the acquisition and sale of treasury shares

The following resolution has been passed:

1. The authorisation of the executive board granted in the 19th ordinary shareholders' meeting on 5 October 2012 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 time period of 30 months starting with the date of the resolution, with the consent of the supervisory board, to repurchase treasury shares in the company up to 10 per cent of the share capital of the company, also with repetitive utilisation of the 10 per cent threshold, both via the stock exchange and off-exchange, also excluding the shareholders' right to a pro-rata disposal of their shares. The authorisation may be exercised in total or partially also in several tranches and in pursuit of one or several purposes. The consideration per share must not be below the limit of EUR 0.10. The consideration per share to be paid shall not be higher than 15 per cent of the arithmetic mean of the average of the volume weighted daily closing price of the previous ten trading days of the shares at 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), the consideration per share shall not be higher than the sale price plus an appropriate interest rate.
2. The executive board shall be authorised in accordance with section 65 para 1b Austrian Stock Corporation Act for 5 years from the date of the resolution, subject to the approval of the supervisory board, to resolve on a mode of sale of treasury shares other than via the stock exchange or via a public offering or to deploy the shares in other forms, also excluding the shareholders' right to pro-rata purchase (exclusion of subscription rights). The authorisation may be exercised in total or partially or also in several tranches and in pursuit of one or several purposes.
3. The executive board shall be authorised without further involvement of the shareholders' meeting, with the consent of the supervisory board, to redeem treasury shares. The number of shares redeemed on the basis of this authorisation shall be deducted from the 10 per cent threshold according to item 1. This does not apply for the redemption of treasury shares (i) currently held by the company or its subsidiaries or (ii) which are purchased in the course of the repayment of financing transactions deploying treasury shares (sale of treasury shares based on the authorisation of the company's shareholders' meeting of 5 October 2012). The supervisory board shall be authorised to resolve upon amendments of the Articles of Association resulting from the redemption of treasury shares.

Vote:

Presence: 3,338 shareholders with 354,211,763 votes

Number of shares for which valid votes have been cast: 353,873,453

Percentage of the share capital represented by these votes: 31.35 %

Total number of valid votes cast: 353,873,453

English translation of the German original version for convenience only. The German original version shall prevail.

Pro: 3,308 shareholders with 349,688,510 votes.

Contra: 28 shareholders with 4,184,943 votes.

Abstention: 2 shareholders with 338,310 votes.
