

## **Extraordinary Shareholders' Meeting**

of

**IMMOFINANZ AG**

on 14 March 2014

### **Motion**

of the executive board and the supervisory board

#### **To the first and single item of the Agenda:**

**1. Resolution upon the spin-off by absorption of a participation of IMMOFINANZ AG to BUWOG AG and granting shares of BUWOG AG to the shareholders of IMMOFINANZ AG**

*Resolution upon the spin-off by absorption pursuant to sections 1 para 2 item 2 and 17 Austrian Demerger Act (Spaltungsgesetz) of the shareholding in GENA SECHS Immobilienholding GmbH (with a shareholding in BUWOG-Bauen und Wohnen Gesellschaft mbH) from IMMOFINANZ AG as transferring company to BUWOG AG with its registered office in Vienna, registered number FN 349794 d, as receiving company and granting of shares of BUWOG AG to the shareholders of IMMOFINANZ AG in proportion to their shareholdings in IMMOFINANZ AG as well as approval of the conclusion of the spin-off and acquisition agreement as per the draft of 30 January 2014.*

The executive board and the supervisory board of IMMOFINANZ AG propose the following resolution:

“The spin-off by absorption pursuant to the sections 1 para 2 item 2 and 17 Austrian Demerger Act (*Spaltungsgesetz*) of an approx. 59.71 per. cent. shareholding in GENA SECHS Immobilienholding GmbH with its registered office in Vienna, registered number FN 370877 h, with a nominal value of EUR 20.899,19, from IMMOFINANZ AG as transferring company to BUWOG AG with its registered office in Vienna, registered number FN 349794 d, as receiving company and the granting of shares in BUWOG AG to the shareholders of IMMOFINANZ AG in proportion to their shareholdings in IMMOFINANZ AG as per the draft of the spin-off and acquisition agreement dated 30 January 2014 is hereby approved.

The conclusion of the spin-off and acquisition agreement between IMMOFINANZ AG and BUWOG AG as per the draft of the spin-off and acquisition agreement dated 30 January 2014 published electronically in the online database (*Ediktsdatei*) (section 7 para 1a Austrian Demerger Act) on 13 February 2014 as well as on the registered company's website ([www.immofinanz.com](http://www.immofinanz.com)) in preparation for this shareholders' meeting (section 108 para 4 Austrian Stock Corporation Act) is hereby approved. The draft of the spin-off and acquisition agreement dated 30 January 2014 as basis of this resolution shall be attached to the minutes of the shareholders' meeting.”

For explanations and further considerations it is also referred to the spin-off documents published on the company's website ([www.immofinanz.com](http://www.immofinanz.com)).

Vienna, February 2014

Supervisory board and management board  
of IMMOFINANZ AG