

# IMMOFINANZ AG

## Invitation to an extraordinary Shareholders' Meeting

We hereby invite our shareholders to the extraordinary shareholders' meeting of IMMOFINANZ AG with its registered office in Vienna, registered number FN 114425 y, to take place on 14 March 2014 at 11:00 a.m. CET/CEST (Vienna local time) at Austria Center Vienna, Bruno-Kreisky-Platz 1, AT-1220 Vienna, Austria.

### A. Agenda (Section 106 item 3 Austrian Stock Corporation Act)

#### 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<sup>th</sup> January 2014.

### B. Provision of information (Section 106 item 4 Austrian Stock Corporation Act)

In accordance with Section 108 Austrian Stock Corporation Act the following documents will be published on the company's website ([www.immofinanz.com](http://www.immofinanz.com)) from the 21st day prior to the date of the extraordinary shareholders' meeting, hence from 21<sup>st</sup> February 2014:

General documents:

- Notice convening the shareholders' meeting
- Forms regarding granting of power of attorney (proxy) (granting, revocation and instructions), also for the proxy representatives named by the company (Mr. Wilhelm Rasinger, Mr. Michael Knap and SEMPER CONSTANTIA PRIVATBANK AKTIENGESELLSCHAFT)
- Motion by the executive board and the supervisory board for the agenda item

Spin-off documents:

- Draft of the spin-off and acquisition agreement of 30<sup>th</sup> January 2014

- Annual financial statements including the management reports of IMMOFINANZ AG for the last three business years
- Corporate governance reports of IMMOFINANZ AG for the last three business years
- Annual financial statements of BUWOG AG (former Artemis Immobilien GmbH) for the last three business years
- Closing balance sheet of IMMOFINANZ AG as of 31<sup>st</sup> October 2013 (also as interim balance sheet of IMMOFINANZ AG as of 31<sup>st</sup> October 2013)
- Interim balance sheet of BUWOG AG (former Artemis Immobilien GmbH) as of 31<sup>st</sup> October 2013
- Joint spin-off report of the management boards of IMMOFINANZ AG and BUWOG AG
- Audit report of BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as joint spin-off auditor
- Report of the supervisory board of IMMOFINANZ AG
- Report of the supervisory board of BUWOG AG

The spin-off documents set out above are available on the registered company's website ([www.immofinanz.com](http://www.immofinanz.com)) from 13 February 2014 onwards in accordance with Section 7 Austrian Demerger Act. The spin-off documents will also be made available during the shareholders' meeting.

## **C. Information regarding shareholders' rights (Section 106 item 5 Austrian Stock Corporation Act)**

### **1. Request of agenda items by shareholders (Section 109 Austrian Stock Corporation Act)**

Shareholders who have been holding, individually or cumulatively, five percent of the ordinary share capital of the company for a period of at least three months prior to the filing of the request may demand in writing that items shall be put on the agenda of the shareholders' meeting and shall be published. Each such agenda item has to be accompanied by a motion and a rationale.

The requesting shareholder has to confirm its shareholding. In case of bearer shares held on securities accounts a depository confirmation in accordance with section 10a Austrian Stock Corporation Act shall be sufficient. Such depository confirmation shall be issued by a credit institution with its registered office in a member state of the European Economic Area or in a full member state of the OECD. The depository confirmation shall not be dated more than seven days prior to the date of submission and shall confirm that the shareholder has been holding the shares throughout a period of at least three months prior to the filing of the request. In case of several shareholders who only cumulatively reach the required shareholding of five percent of the ordinary share

capital, depository confirmations for all shareholders must refer to the same point in time (date, time).

Regarding further required content of the depository confirmation it is referred to the information for participating in the shareholders' meeting (point D).

The written request for additional agenda items together with the confirmation of shareholding described above must be received by the company on the 19th day prior to the date of the extraordinary shareholders' meeting, hence on 23<sup>rd</sup> February 2014 at the latest at its business address AT-1100 Vienna, Wienerbergstraße 11.

## **2. Motions by shareholders (Section 110 Austrian Stock Corporation Act)**

Shareholders whose shareholdings, individually or cumulatively, equal or exceed one percent of the ordinary share capital of the company may file for each item of the agenda a motion in text form (in writing, no signature required) with the company and demand that these motions together with the names of the filing shareholders, their rationales which are to be attached and, if applicable, comments by the executive or the supervisory board thereto shall be made available on the website of the company ([www.immofinanz.com](http://www.immofinanz.com)).

The requesting shareholder has to confirm its shareholding. In case of bearer shares held on securities accounts a depository confirmation in accordance with Section 10a Austrian Stock Corporation Act shall be sufficient. Such depository confirmation shall be issued by a credit institution with its registered office in a member state of the European Economic Area or in a full member state of the OECD. The depository confirmation shall not be dated more than seven days prior to the date of submission. In case of several shareholders who only cumulatively reach the required shareholding of one percent of the ordinary share capital, depository confirmations for all shareholders must refer to the same point in time (date, time).

Regarding the further required content of the depository confirmation it is referred to the information for participating in the shareholders' meeting (point D).

The motion together with the confirmation of shareholding described above must be received on the 7<sup>th</sup> business day prior to the date of the extraordinary shareholders' meeting, hence on 05<sup>th</sup> March 2014 at the latest,

- via e-mail to the address: [hauptversammlung@immofinanz.com](mailto:hauptversammlung@immofinanz.com), or
- via mail, courier service or personally delivered at its business address at AT-1100 Vienna, Wienerbergstraße 11, or
- via facsimile under the fax number +43 (0) 1 88090-8915

### **3. Right of information (Section 118 Austrian Stock Corporation Act)**

Each shareholder shall, upon request, be informed at the shareholders' meeting regarding the company's affairs as far as necessary for a proper judgement in respect of items of the agenda. The information right also relates to the company's legal and commercial relationships to its affiliated companies.

Providing the information may be rejected as far as

1. providing the information could, subject to reasonable business judgement, cause significant damage to the company or to an affiliate company, or
2. providing the information would constitute an offence.

Questions requiring a certain preparation time to answer may, in the interest of an efficient session, be submitted to the company in text form (in writing, no signature required) prior to the shareholders' meeting in a timely manner. These questions may be conveyed to the company

- via e-mail to the address: [hauptversammlung@immofinanz.com](mailto:hauptversammlung@immofinanz.com), or
- via mail, courier service or personally delivered at its business address at AT-1100 Vienna, Wienerbergstraße 11, or
- per facsimile under the fax number + 43 (0) 1 88090-8915.

### **D. Record date and prerequisites for participation in the shareholders' meeting (Section 106 item 6 and item 7 Austrian Stock Corporation Act):**

For the right to participate in the shareholders' meeting and to exercise shareholder rights shares of the company must be held at the **end of the tenth day prior to the shareholders' meeting (record date)**, this is **04<sup>th</sup> March 2014 (Tuesday), 24:00 (midnight) CET/CEST (Vienna local time)**.

Only such persons are entitled to participate in the shareholders' meeting who are shareholders at the end of the record date and confirm this vis-à-vis the company.

In the case of bearer shares held on securities accounts a depository confirmation in accordance with section 10a Austrian Stock Corporation Act shall be sufficient for the confirmation of the shareholding. Such depository confirmation shall be issued by a credit institution with its registered office in a member state of the European Economic Area or in a full member state of the OECD.

The depository confirmation must contain the following details (Section 10a para 2 Austrian Stock Corporation Act):

- Details of the issuer: name (company name), address or a standard code used in communications between credit institutions
- Details of the shareholder: name/company, address, in case of natural persons the date of birth and in case of legal persons the register and registration number (if applicable)
- Details of the shares: number of the shares held by the shareholder, the class of shares or the international securities identification number

- Securities account number or other identification
- Confirmation that the depository confirmation refers to the balance of the securities account as of 04<sup>th</sup> March 2014, 24:00 (midnight) CET/CEST (Vienna local time).

The depository confirmation may be issued in German or English.

The depository confirmation must be received on the third business day prior to the shareholders' meeting, hence on 11<sup>th</sup> March 2014, 24:00 (midnight) CET/CEST (Vienna local time) at the latest

- as document signed by officers representing the issuing credit institution via mail or courier service at the address HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel, or
- per facsimile under the fax number + 43 (0) 1 8900-50089 or
- per e-mail to the address: anmeldung.immofinanz@hauptversammlung.at (depository confirmation as pdf-document attached to the e-mail) or
- per SWIFT to the address GIBAATWGGMS, Message Type MT598 (specification with the ISIN AT0000809058 is necessary).

Credit institutions are kindly asked to send depository confirmations collectively in the form of a list.

#### **Access to the shareholders' meeting**

Conveyance of the depository confirmation is deemed as registration for participation in the shareholders' meeting. The shareholders or their representatives are requested to present an official photo identification (driving licence, passport, identity card) at the entrance for identity verification purposes. For your time planning please take into consideration the number of expected participants and the common security controls. Pick up of voting cards starts at 10:00 a.m. Due to the short Agenda of the extraordinary shareholders' meeting we ask for understanding, that only non-alcoholic refreshment beverages as well as an extended breakfast are provided.

#### **E. Appointment of a representative (proxy holder) (Section 106 item 8 Austrian Stock Corporation Act)**

According to section 113 Austrian Stock Corporation Act each shareholder, who is entitled to participate in the shareholders' meeting has the right to appoint a natural or legal person as its representative (proxy holder). The proxy holder participates in the shareholders' meeting on behalf of the shareholder and has the same rights as the shareholder it represents. Each proxy shall clearly specify the proxy holder by name. The shareholder is not restricted regarding number and choice of proxy holders, however, the company itself or members of the executive board or supervisory board may only exercise voting right insofar as the shareholder has issued explicit voting instructions.

The power of attorney (proxy) shall be granted to a specific person. Powers of attorney (proxies) as well as their revocations shall be issued in text form (written, no signature required).

A shareholder may grant power of attorney (proxy) to the credit institution where the shares are held on a securities account. In such case, in addition to the depository confirmation, it is sufficient that the credit institution confirms to the company, in a permitted way (see above), that it has been granted power of attorney (proxy); in such case the power of attorney (proxy) does not need to be conveyed to the company separately.

An issued power of attorney (proxy) may be revoked by the shareholder. The revocation shall only be effective after receipt by the company.

Declarations on the issuing of power of attorney (proxy) and respective revocations can be conveyed to the company solely via the following ways:

- via mail or courier service at the address HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel;
- per facsimile under the fax number + 43 (0) 1 8900-50089;
- via e-mail to the address: anmeldung.immofinanz@hauptversammlung.at (as scanned PDF-document attached to the e-mail);
- personally delivered at the entrance to the shareholders' meeting;
- by credit institutions according to Section 114 para 1 Austrian Stock Corporation Act per SWIFT to the address GIBAATWGGMS, Message Type MT598 (specification with the ISIN AT0000809058 is necessary).

The power of attorney (proxy) or a revocation shall be received by 04:00 p.m. CET/CEST (Vienna local time) on the day preceding the day of the shareholders' meeting (hence on 13 March 2014). After this point in time the power of attorney (proxy) or a revocation shall be personally delivered on the date of the shareholders' meeting at the meeting venue during registration.

Also Mr. Wilhelm Rasinger, Mr. Michael Knap and SEMPER CONSTANTIA PRIVATBANK AKTIENGESELLSCHAFT are available to the shareholders as proxy holders in order to exercise their voting rights in the shareholders' meeting. Please note that Mr. Michael Knap in his capacity as member of the supervisory board is only entitled to vote as proxy if explicit voting instructions are given.

Declarations on the issuing of power of attorney (proxy) may be conveyed either to Mr. Wilhelm Rasinger, Mr. Michael Knap and SEMPER CONSTANTIA PRIVATBANK or in one of the above mentioned ways.

The company has provided forms for granting of a power of attorney (proxy) on its website ([www.immofinanz.com](http://www.immofinanz.com)). In order to facilitate the administration of the powers of attorney (proxies) shareholders are kindly asked to use the forms provided on the website.

#### **F. Total number of shares and voting rights (Section 106 item 9 Austrian Stock Corporation Act)**

As at the date of the notice convening the shareholders' meeting the company has issued 1,128,952,687 non-par value bearer shares whereby each share grants one vote. The

company and its subsidiaries together hold 11,289,527 non-par-value bearer shares of the company as of today. Voting rights with respect of these shares shall not be exercised (Section 65 para 5 Austrian Stock Corporation Act). Hence 1,117,663,160 voting rights can be exercised at present.

Vienna, February 2014

**The Management Board of IMMOFINANZ AG**

International Securities Identification Number (ISIN)

AT0000809058