

IMMOFINANZ
G R O U P

20th Ordinary Shareholders' Meeting
of
IMMOFINANZ AG
on 02 October 2013

Motions

of the executive board and the supervisory board
with respect to the items of the agenda published on 04 September 2013

Item 1 of the agenda:

Presentation of the annual financial statements and the consolidated financial statements, the corporate governance report, the proposal for the appropriation of the balance sheet profit and the report of the supervisory board

Regarding this agenda item no resolution is required.

Item 2 of the agenda:

Resolution on the appropriation of the balance sheet profit stated in the financial statements for the business year 2012/2013

As of the date of publication of these motions (11 September 2013) the company has issued a total number of 1,128,952,687 shares. As of today the company holds no treasury shares, so 1,128,952,687 shares are entitled to receive a dividend. The number of shares outstanding and hence the number of shares entitled to receive a dividend may increase until the date of the shareholders' meeting through the exercise of conversion rights of convertible bonds issued by the company. In such case the following motion will be adopted according to the number of shares bearing dividend entitlement as of the date of the shareholders' meeting.

The executive board and the supervisory board propose the following resolution:

Out of the balance sheet profit stated in the financial statements of IMMOFINANZ AG for the business year ending on 30 April 2013 in the amount of EUR 173,205,563.71 a dividend of EUR 0.15 per share bearing dividend entitlement is distributed to the shareholders for the total number of 1,128,952,687 shares of the company entitled to receive a dividend, hence EUR 169,342,903.05 are distributed to the shareholders and the remaining balance sheet profit of EUR 3,862,660.66 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 Austria Income Tax Act. The dividend is due and payable on 11 October 2013 (Dividend-Payment-Date). The shares of IMMOFINANZ AG are traded at the Vienna stock exchange from 04 October 2013 ex dividend for the business year 2012/2013 (Dividend Ex-Date).

Item 3 of the agenda:

Approval of the actions of the members of the executive board

The executive board and the supervisory board of IMMOFINANZ AG propose to resolve on the approval of the actions of the members of the executive board for the business year 2012/2013.

Item 4 of the agenda:

Approval of the actions of the members of the supervisory board

The executive board and the supervisory board propose to resolve on the approval of the actions of the members of the supervisory board for the business year 2012/2013.

Item 5 of the agenda:

Remuneration of the supervisory board members

The executive board and the supervisory board of IMMOFINANZ AG propose a resolution to determine the remuneration of the members of the supervisory board collectively at EUR 300,300.00 for the business year 2012/2013, whereas the allocation of this remuneration shall be determined by the supervisory board.

Item 6 of the agenda:

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

The supervisory board of IMMOFINANZ AG, following a recommendation of its audit committee, proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH as auditor for the financial statements and consolidated financial statements for the business year 2013/2014.

Item 7 of the agenda:

Resolution on amendments of the Articles of Association

The executive board and the supervisory board of IMMOFINANZ AG propose a resolution to amend the Articles of Association of the company in Article 2 to the effect that Article 2 shall now read as follows:

"Article 2

- (1) *The business purpose of the Company in Austria and abroad shall be:*
- a) *Purchase, development, management, renting (leasing) and realisation of developed and undeveloped real properties (including buildings on third party land (Superädifikate) and building rights (Baurechte));*
 - b) *Real estate development, planning and implementation of real estate projects of any kind;*
 - c) *Operating retail properties, residential properties, office properties, logistics centres and other properties;*
 - d) *Conduct the business (Gewerbe) as real estate trustee (estate agent, property management, property developer);*
 - e) *Acquisition, management and disposal of investments in other enterprises or corporations with the same or similar business purpose as well as the management and administration of such investments (holding function).*
- (2) *The Company shall be entitled to conduct any business and adopt all measures which are deemed to be necessary or useful within the scope of its business purpose, in particular also in fields of operations similar or related to the business purpose of the Company. Banking business according to the Austrian Banking Act (Bankwesengesetz) shall be excluded from the Company's operations."*

Vienna, 11 September 2013