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# IMMOFINANZ

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G R O U P

## Resolutions and votes of the 19th Ordinary Shareholders' Meeting of IMMOFINANZ AG of 05 October 2012

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### 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**

For this agenda item no resolution took place.

**No resolution**

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### Item 2. of the agenda

**Resolution on the appropriation of the balance sheet profit stated in the financial statements for the business year 2011/2012**

**The following resolution has been passed:**

Out of the balance sheet profit stated in the financial statements of IMMOFINANZ AG for the business year ending on 30 April 2012 in the amount of EUR 175,076,208.76 a dividend of EUR 0.15 per share bearing dividend entitlement is distributed to the shareholders for the total number of 1,092,059,520 shares of the company entitled to receive a dividend, hence EUR 163,808,928.00 are distributed to the shareholders and the remaining balance sheet profit of EUR 11,267,280.76 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.

**Vote:**

**Presence:** 4,056 shareholders with 260,049,103 votes

**Number of shares for which valid votes have been cast:** 259,971,551

**Percentage of the share capital represented by these votes:** 23.03 %

**Total number of valid votes cast:** 259,971,551

**Pro:** 4,042 shareholders with 259,931,563 votes.

**Contra:** 5 shareholders with 39,988 votes.

**Abstention:** 9 shareholders with 77,552 votes.

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### Item 3. 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 2011/2012 is accorded.

**Vote:**

**Presence:** 4,034 shareholders with 257,911,087 votes

**Number of shares for which valid votes have been cast:** 257,825,909

**Percentage of the share capital represented by these votes:** 22.84 %

**Total number of valid votes cast:** 257,825,909

**Pro:** 4,016 shareholders with 257,799,459 votes.

**Contra:** 2 shareholders with 26,450 votes.

**Abstention:** 16 shareholders with 85,178 votes.

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**Item 4. 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 2011/2012 is accorded.

**Vote:**

**Presence:** 4,014 shareholders with 197,998,623 votes

**Number of shares for which valid votes have been cast:** 197,880,036

**Percentage of the share capital represented by these votes:** 17.53 %

**Total number of valid votes cast:** 197,880,036

**Pro:** 3,996 shareholders with 197,849,140 votes.

**Contra:** 4 shareholders with 30,896 votes.

**Abstention:** 14 shareholders with 118,587 votes.

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**Item 5. 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 300,300.00 for the business year 2011/2012, whereas the allocation of this remuneration shall be determined by the supervisory board.

**Vote:**

**Presence:** 4,028 shareholders with 259,587,082 votes

**Number of shares for which valid votes have been cast:** 259,441,989

**Percentage of the share capital represented by these votes:** 22.98 %

**Total number of valid votes cast:** 259,441,989

**Pro:** 3,984 shareholders with 259,106,162 votes.

**Contra:** 14 shareholders with 335,827 votes.

**Abstention:** 30 shareholders with 145,093 votes.

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**Item 6. 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 2012/2013.

**Vote:**

**Presence:** 4,021 shareholders with 257,459,485 votes

**Number of shares for which valid votes have been cast:** 257,362,263

**Percentage of the share capital represented by these votes:** 22.80 %

**Total number of valid votes cast:** 257,362,263

**Pro:** 3,978 shareholders with 255,559,192 votes.

**Contra:** 27 shareholders with 1,803,071 votes.

**Abstention:** 16 shareholders with 97,222 votes.

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**Item 7. of the agenda**

**Election to the supervisory board**

**The following resolution has been passed:**

The number of the members of the supervisory board is reduced from eight to seven members.

**Vote:**

**Presence:** 4,019 shareholders with 259,425,315 votes

**Number of shares for which valid votes have been cast:** 259,335,914

**Percentage of the share capital represented by these votes:** 22.97 %

**Total number of valid votes cast:** 259,335,914

**Pro:** 4,006 shareholders with 259,156,468 votes.

**Contra:** 6 shareholders with 179,446 votes.

**Abstention:** 7 shareholders with 89,401 votes.

**The following resolution has been passed:**

Herbert Kofler has been appointed with effect from the end of the 19th ordinary shareholders' meeting of IMMOFINANZ AG on 05 October 2012, for the maximum duration according to Article 10 para (3) of the Articles of Association of IMMOFINANZ AG, namely until the end of the shareholders' meeting resolving on the approval of actions for the fourth business year after the election, whereby the year of the election is not to be counted elected for the supervisory board.

**Vote:**

**Presence:** 4,020 shareholders with 259,425,325 votes

**Number of shares for which valid votes have been cast:** 259,320,652

**Percentage of the share capital represented by these votes:** 22.97 %

**Total number of valid votes cast:** 259,320,652

**Pro:** 3,963 shareholders with 257,243,345 votes.

**Contra:** 43 shareholders with 2,077,307 votes.

**Abstention:** 14 shareholders with 104,673 votes.

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**Item 8. of the agenda**

**Resolution on amendments of the Articles of Association, in particular amendments pursuant to the Austrian Corporate Law Amendment Act 2011 (Gesellschaftsrechtsänderungsgesetz 2011)**

**The following resolution has been passed:**

The Articles of Association of the company are amended in the articles 6, 10, 12, 15, 18, 21 und 28 as per the draft of the Articles of Association with the highlighted amendments and published on the

company's website (www.immofinanz.com) according to section 108 para 4 Austrian Stock Corporation Act in preparation for the shareholders' meeting.

**Vote:**

**Presence:** 4,009 shareholders with 259,358,015 votes

**Number of shares for which valid votes have been cast:** 259,055,323

**Percentage of the share capital represented by these votes:** 22.95 %

**Total number of valid votes cast:** 259,055,323

**Pro:** 1,011 shareholders with 234,236,639 votes.

**Contra:** 2,974 shareholders with 24,818,684 votes.

**Abstention:** 24 shareholders with 302,692 votes.

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**Item 9. 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 of the 18th ordinary shareholders' meeting held on 28 September 2011 to repurchase treasury shares shall be revoked and the executive board shall be authorised in accordance with section 65 para 1 item 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% of the share capital of the company, also with repetitive utilisation of the 10%-treshhold, 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 or 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% of the average of the volume weighted daily closing prices 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 and the supervisory board shall be authorised to resolve upon amendments of the Articles of Association resulting from the redemption of treasury shares.

**Vote:**

**Presence:** 4,002 shareholders with 259,339,694 votes

**Number of shares for which valid votes have been cast:** 259,155,135

**Percentage of the share capital represented by these votes:** 22.96 %

**Total number of valid votes cast:** 259,155,135

**Pro:** 3,785 shareholders with 250,908,870 votes.

**Contra:** 192 shareholders with 8,246,265 votes.

**Abstention:** 25 shareholders with 184,559 votes.

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