

IMMOFINANZ
G R O U P

19th Ordinary Shareholders' Meeting

of

IMMOFINANZ AG

on 05 October 2012

Motions

of the executive board and the supervisory board
with respect to the items of the agenda published on 07 September 2012

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 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 2011/2012

As of the date of publication of these motions (14 September 2012) the company has issued a total of 1,140,479,102 shares. As of today the company holds 47,350,248 treasury shares. According to section 65 para 5 Austrian Stock Corporation Act these treasury shares are not entitled to receive a dividend. Thus, as of today the number of shares entitled to receive a dividend is 1,093,128,854 non-par value shares. 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 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 1,093,128,854 shares of the company entitled to receive a dividend, hence EUR 163,969,328.10 are distributed to the shareholders and the remaining balance sheet profit of EUR 11,106,880.66 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 15 October 2012 (Dividend-Payment-Date). The shares of IMMOFINANZ AG are traded at the Vienna stock exchange from 08 October 2012 ex dividend for the business year 2011/2012 (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 2011/2012.

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 2011/2012.

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 2011/2012, 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 2012/2013.

Item 7 of the agenda:

Elections to the supervisory board

According to Article 10 of the Articles of Association of IMMOFINANZ AG the supervisory board consists of at least 3 and at most of 18 members. Currently the supervisory board has eight members elected in shareholders' meetings. In the upcoming shareholders' meeting the election of two

members for the supervisory board would be required in order to reach the previous number of eight supervisory board members.

The term of office of the supervisory board members Mr. Herbert Kofler and Mr. Guido Schmidt-Chiari expires at the end of the 19th ordinary shareholders' meeting on 05 October 2012. For age reasons, Mr. Guido Schmidt-Chiari is not available for another term of office. The supervisory board does not propose the election of another member of supervisory board; instead the number of supervisory board members should be reduced by one member.

Prior to the election of the members of the supervisory board, the shareholders' meeting according to section 87 para 1 Austrian Stock Corporation Act has to resolve upon the reduction of the number of supervisory board members from currently eight members to seven members.

The supervisory board of IMMOFINANZ AG proposes to resolve upon to reduce the number of the members of the supervisory board from eight to seven members.

Pursuant to this reduction only one member remains to be elected for the supervisory board to reach the reduced number of seven members of the supervisory board.

The supervisory board proposes to elect Mr. Herbert Kofler for the supervisory board, effective from the end of the 19th ordinary shareholders' meeting of IMMOFINANZ AG on 5 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. If the current balance sheet date of 30 April is maintained then the term of office will expire at the end of the shareholders' meeting resolving on the approval of actions for the business year 2016/2017.

The proposed person issued a declaration according to section 87 para 2 Austrian Stock Corporation Act, which is available also on the website of the company (www.immofinanz.com).

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

The Articles of Association of the company are amended 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. The revised version of the Articles of Association pursuant to this resolution shall be attached to the minutes of the shareholders' meeting.

Item 9 of the agenda:

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

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

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%-treshold, 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.

For further reasons and explanations of the motion on item 9 of the agenda reference is also made to the report of the executive board regarding the authorisation of the executive board to exclude the shareholders' right to pro-rata disposal in the course of an off-exchange purchase of treasury shares and to exclude the shareholders' right to pro rata purchase (exclusion of subscription rights) in case of sale of treasury shares other than via the stock exchange or via a public offering, published on the website of the company (www.immofinanz.com) and available for inspection by the shareholders at the registered office of the company (section 65 para 1b in connection with section 153 para 4 Austrian Stock Corporation Act).

Vienna, 14 September 2012