

26th Ordinary Shareholders' Meeting
of
IMMOFINANZ AG
on 22 May 2019

Motions for resolutions
of the Executive Board and the Supervisory Board and
Nominations
of the Supervisory Board
with respect to the items of the agenda

Item 1 of the agenda:

Presentation of the adopted annual financial statement including the management report, the consolidated corporate governance report, the consolidated financial statement including the group management report, the proposal for the appropriation of the balance sheet profit and the report of the Supervisory Board, in each case for the business year 2018

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 statement for the business year 2018

The Executive Board and the Supervisory Board of IMMOFINANZ AG propose the following resolution:

Out of the balance sheet profit stated in the financial statement of IMMOFINANZ AG for the business year ending on 31 December 2018 in the amount of EUR 518,801,356.58 a dividend of EUR 0.85 per share bearing dividend entitlement is distributed to the shareholders for the total number of 105,810,743 shares of the company entitled to receive a dividend, hence EUR 89,939,131.55 are distributed to the shareholders and the remaining balance sheet profit of EUR 428,862,225.03 is carried forward onto new account. The number of shares entitled to receive a dividend may change until the date of the shareholders' meeting. In such case the proposal will be adopted according to the number of shares bearing dividend entitlement as of the date of the shareholders' meeting. 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 Austrian Income Tax Act. The dividend is due and payable on 28 May 2019 (Dividend-Payment-Date). The shares of IMMOFINANZ AG are traded at the Vienna Stock Exchange and Warsaw Stock Exchange from 24 May 2019 ex dividend for the business year 2018 (Dividend Ex-Date). The relevant date for the securities account balance to receive a dividend (Record Date) is 27 May 2019.

Item 3 of the agenda:

Resolution on the approval of the actions of the members of the Executive Board for the business year 2018

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 2018.

Item 4 of the agenda:

Resolution on the approval of the actions of the members of the Supervisory Board for the business year 2018

The Executive Board and the Supervisory Board of IMMOFINANZ AG propose to resolve on the approval of the actions of the members of the Supervisory Board for the business year 2018.

Item 5 of the agenda:

Resolutions on the remuneration of the members of the Supervisory Board for the business year 2018

The Executive Board and the Supervisory Board of IMMOFINANZ AG propose a resolution to determine the remuneration of the members of the Supervisory Board (capital representatives) collectively at EUR 260,939.38 for the business year 2018, 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 for the business year 2019

Following the recommendation of its audit committee the Supervisory Board of IMMOFINANZ AG proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH as auditor for the financial statements and consolidated financial statements for the business year 2019.

Item 7 of the agenda:

Election of two members to the Supervisory Board

The Supervisory Board of IMMOFINANZ AG is currently composed of six members elected by the shareholders' meeting (capital representatives) and three members (employee representatives) delegated in accordance with section 110 Labour Constitution Act (*Arbeitsverfassungsgesetz*).

In the forthcoming election to the Supervisory Board, the quota regulation pursuant to section 86 para 7 Austrian Stock Corporation Act is to be applied. In order to meet the minimum proportion requirement pursuant to section 86 para 7 Austrian Stock Corporation Act, at least three seats in the Supervisory Board must be filled by women and at least three seats in the Supervisory Board must be filled by men. The capital representatives and the employee representatives have agreed to waive the right of objection pursuant to section 86 para 9 Austrian Stock Corporation Act. The waiver of the right to object was notified to the Chairman of the Supervisory Board (section 86 para 9 last sentence Austrian Stock Corporation Act). This means that overall compliance is required pursuant to section 86 para 7 Austrian Stock Corporation Act. Currently two women are delegated to the Supervisory Board as employee representatives. When electing two members to the Supervisory Board, one woman must therefore be elected to one of the positions in order to fulfil the quota regulation according to section 86 para 7 Austrian Stock Corporation Act.

The term of membership of Mr. Horst Populorum and Mr. Wolfgang Schischek will expire at the end of the upcoming shareholders' meeting. Both members are leaving the Supervisory Board at their own request and will not be available for re-election.

The Supervisory Board proposes to fill both mandates, so that the Supervisory Board will again be composed of six members elected by the shareholders' meeting after the election on 22 May 2019.

The Supervisory Board proposes,

1. Mrs. Bettina Breiteneder, born on 16 September 1970, and
2. Mr. Sven Bienert, born on 04 July 1973,

to be elected to the Supervisory Board, each with effect from the end of the 26th shareholders' meeting for the period up to the end of the shareholders' meeting which resolves on the discharge for the business year 2023.

The proposed persons have made a statement according to section 87 para 2 Austrian Stock Corporation Act, which is available on the website of IMMOFINANZ AG (www.immofinanz.com).

When selecting the candidates, attention was paid in accordance with section 87 para 2a Austrian Stock Corporation Act and the Corporate Governance Code to the professional and personal qualifications as well as to the professionally balanced composition and diversity of the Supervisory Board as a whole, also taking into account the gender ratio pursuant to section 86 para 7 Austrian Stock Corporation Act. In addition, the age structure and internationality of the composition of the Supervisory Board were adequately taken into account.

Further information about the selection and evaluation process that preceded these nominations is available on the company's website (www.immofinanz.com).

Item 8 of the agenda:

Resolutions on the authorisations of the Executive Board for the repurchase and sale of treasury shares

The Executive Board and the Supervisory Board propose the following resolution:

1. The authorisation of the Executive Board granted in the 25th ordinary shareholders' meeting on 11 May 2018 to purchase treasury shares shall be withdrawn and the Executive Board shall be authorised in accordance with section 65 para 1 no 8 and para 1a and para 1b Austrian Stock Corporation Act for a period of 30 months from the date of the adopted resolution, with the consent of the Supervisory Board, to repurchase treasury shares in the company for a total of up to 10 per cent of the share capital of the company, both over the stock exchange and off-exchange, and with the exclusion of the shareholders' right to sell their shares. The authorisation may be exercised in full or in part or in multiple partial amounts by the company, companies affiliated with it or by third parties for their account, and in pursuit of one or more purposes. The equivalent price per share must not fall below the level of EUR 1.00. The highest equivalent price per share paid in the buy-back shall not be more than 15 per cent above the average of the volume weighted daily closing price of the previous ten trading days of the shares on 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) or in transactions involving securities lending or loans, the sales price shall be the highest equivalent price for the buy-back in addition to appropriate interest.
2. The authorisation of the Executive Board granted in the 25th ordinary shareholders' meeting on 11 May 2018 to sell treasury shares shall be withdrawn and the Executive Board shall be authorised in accordance with section 65 para 1b Austrian Stock Corporation Act for a period of 5 years from the date of the adopted resolution, subject to the approval of the Supervisory Board, to sell and use treasury shares in another way than over the stock exchange or through a public offering, and also to hereby exclude the proportional purchase right of shareholders (exclusion of subscription right). The authorisation may be exercised in full or in part or in multiple partial amounts and in pursuit of one or more purposes.
3. The authorisation of the Executive Board granted in the 25th ordinary shareholders' meeting on 11 May 2018 to redeem treasury shares shall be withdrawn and the Executive Board shall be authorised without further involvement of the shareholders' meeting, with the consent of the Supervisory Board, to redeem treasury shares. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the redemption of treasury shares.

For further reason and explanation of the motion on item 8 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' pro-rata right to sell their shares in the course of an off-exchange repurchase of

treasury shares and to exclude the pro-rata right to purchase (exclusion of subscription right) in the case of sale of treasury shares in another way than over the stock exchange or through a public offering (section 65 para 1b in connection with section 153 para 4 Austrian Stock Corporation Act), published on the website of the company (www.immofinanz.com). This report will also be submitted to the shareholders' meeting.

Vienna, April 2019