

**Resolutions and votes of
the 26th Ordinary Shareholders' Meeting of IMMOFINANZ AG
of 22 May 2019**

Item 1. of the agenda

Presentation of the adopted annual financial statements including the management report, the consolidated corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of the balance sheet profit and the report of the supervisory board on the business year 2018

For this agenda item no resolution took place.

No resolution

Item 2. of the agenda

Resolution on the appropriation of the balance sheet profit stated in the financial statements for the business year 2018

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 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 105,197,743 shares of the company entitled to receive a dividend, hence EUR 89,418,081.55 are distributed to the shareholders and the remaining balance sheet profit of EUR 429,383,275.03 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 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.

Vote:

Presence: 472 shareholders with 53,802,011 votes

Number of shares for which valid votes have been cast: 43,122,027

Percentage of the share capital represented by these votes: 38.47 %

Total number of valid votes cast: 43,122,027

Pro: 206 shareholders with 43,121,970 votes

Contra: 2 shareholders with 57 votes

Abstention: 264 shareholders with 10,679,984 votes

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 2018.

Vote:

Presence: 468 shareholders with 53,758,396 votes

Number of shares for which valid votes have been cast: 53,684,481

Percentage of the share capital represented by these votes: 47.90 %

Total number of valid votes cast: 53,684,481

Pro: 408 shareholders with 51,422,070 votes

Contra: 39 shareholders with 2,262,411 votes

Abstention: 21 shareholders with 73,915 votes

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 2018.

Vote:

Presence: 461 shareholders with 53,463,033 votes

Number of shares for which valid votes have been cast: 51,666,618

Percentage of the share capital represented by these votes: 46.10 %

Total number of valid votes cast: 51,666,618

Pro: 388 shareholders with 49,394,916 votes

Contra: 44 shareholders with 2,271,702 votes

Abstention: 29 shareholders with 1,796,415 votes

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 260,939.38 for the business year 2018, whereas the allocation of this remuneration shall be determined by the supervisory board.

Vote:

Presence: 472 shareholders with 53,802,011 votes

Number of shares for which valid votes have been cast: 53,782,805

Percentage of the share capital represented by these votes: 47.98 %

Total number of valid votes cast: 53,782,805

Pro: 437 shareholders with 53,641,430 votes

Contra: 13 shareholders with 141,375 votes

Abstention: 22 shareholders with 19,206 votes

Item 6. of the agenda

Election of the auditor for the financial statements and the consolidated financial statements for the business year 2019

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 2019.

Vote:

Presence: 472 shareholders with 53,802,011 votes

Number of shares for which valid votes have been cast: 53,790,592

Percentage of the share capital represented by these votes: 47.99 %

Total number of valid votes cast: 53,790,592

Pro: 449 shareholders with 53,720,448 votes

Contra: 7 shareholders with 70,144 votes

Abstention: 16 shareholders with 11,419 votes

Item 7. of the agenda

Election of two members to the supervisory board

The following resolution has been passed:

Mrs. Bettina Breiteneder is elected to the supervisory board of IMMOFINANZ AG effective from the end of the 26th ordinary shareholders' meeting of IMMOFINANZ AG for the period until the end of the shareholders' meeting resolving on the approval of actions for the business year 2023.

Vote:

Presence: 472 shareholders with 53,802,011 votes

Number of shares for which valid votes have been cast: 53,768,386

Percentage of the share capital represented by these votes: 47.97 %

Total number of valid votes cast: 53,768,386

Pro: 451 shareholders with 53,768,251 votes

Contra: 1 shareholder with 135 votes

Abstention: 20 shareholders with 33,625 votes

The following resolution has been passed:

Mr. Sven Bienert is elected to the supervisory board of IMMOFINANZ AG effective from the end of the 26th ordinary shareholders' meeting of IMMOFINANZ AG for the period until the end of the shareholders' meeting resolving on the approval of actions for the business year 2023.

Vote:

Presence: 472 shareholders with 53,802,011 votes

Number of shares for which valid votes have been cast: 48,722,036

Percentage of the share capital represented by these votes: 43.47 %

Total number of valid votes cast: 48,722,036

Pro: 219 shareholders with 43,191,094 votes

Contra: 39 shareholders with 5,530,942 votes

Abstention: 214 shareholders with 5,079,975 votes

Item 8. of the agenda

Authorisations of the executive board for the repurchase and sale of treasury shares

The following resolution has been passed:

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.

Vote:**Presence:** 471 shareholders with 53,801,982 votes**Number of shares for which valid votes have been cast: 53,565,109****Percentage of the share capital represented by these votes: 47.79 %****Total number of valid votes cast: 53,565,109****Pro:** 430 shareholders with 51,821,738 votes**Contra:** 21 shareholders with 1,743,371 votes**Abstention:** 20 shareholders with 236,873 votes
