

27th Ordinary Shareholders' Meeting
of
IMMOFINANZ AG
on 01 October 2020

Motions for resolutions
of the Executive Board and the Supervisory Board and
Motions for resolutions 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 2019.

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 2019.

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

The balance sheet profit stated in the financial statement of IMMOFINANZ AG for the business year ending on 31 December 2019 in the amount of EUR 593,612,447.99 is carried forward in full onto new account.

Item 3 of the agenda:

Resolution on the approval of the actions of the members of the Executive Board for the business year 2019.

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 2019.

Item 4 of the agenda:

Resolution on the approval of the actions of the members of the Supervisory Board for the business year 2019.

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 2019.

Item 5 of the agenda:

Resolution on the remuneration of the members of the Supervisory Board for the business year 2019.

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 270,064.00 for the business year 2019, 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 2020.

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 2020.

Note:

After conducting a tender procedure, the Audit and Evaluation Committee of the Supervisory Board recommended two auditing companies in accordance with Article 16 para 2 of Regulation (EU) No. 537/2014 (EU Statutory Audit Regulation) and expressed a justified preference for Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna. In its recommendation, the Audit and Evaluation Committee stated that its recommendation is free from improper influence by third parties and that no restrictions on the selection process within the meaning of Article 16 para 6 of the EU Statutory Audit Regulation were imposed on the Audit and Evaluation Committee, such as on certain categories or lists of statutory auditors or audit firms.

Item 7 of the agenda:

Resolution on the remuneration policies.

The Supervisory Board proposes to resolve upon the remuneration policy with the principles for the remuneration of the members of the Executive Board, which was published on the company's website (www.immofinanz.com) in preparation for the shareholders' meeting.

The Supervisory Board further proposes to resolve upon the remuneration policy with the principles for the remuneration of the members of the Supervisory Board which was published on the company's website (www.immofinanz.com) in preparation for the shareholders' meeting.

Item 8 of the agenda:

Resolution 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 26th ordinary shareholders' meeting on 22 May 2019 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 26th ordinary shareholders' meeting on 22 May 2019 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 26th ordinary shareholders' meeting on 22 May 2019 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).

Item 9 of the agenda:

Resolution on the authorisation of the Executive Board to increase the share capital pursuant to Section 169 Austrian Stock Corporation Act (authorized capital) against contributions in cash and/or in kind including the authorisation of the Executive Board to exclude the shareholders' subscription rights, together with the revocation of the existing authorisation to increase the share capital (authorized capital) in the unused amount and together with the related amendments to the Articles of Association in Article 4 (Registered Capital and Shares).

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

1. The authorisation of the Executive Board resolved upon in the ordinary shareholders' meeting on 11 May 2018 to increase the share capital by 19 June 2023 by up to EUR 50,000,000.00 shall be withdrawn in the unused amount and shall be replaced by the following authorisation:

The Executive Board shall be authorised for five years after the registration of this amendment to the Articles of Association in the Commercial Register pursuant to section 169 Austrian Stock Corporation Act, with the consent of the Supervisory Board, to increase the share capital by up to EUR 61,646,897.00 by issuance of up to 61,646,897 new ordinary bearer shares in return for contributions in cash and/or in kind, also in several tranches and to specify the issue price, which must not be below the notional par value per share in the company's share capital, the terms of the issuance and further details of the execution of the capital increase in agreement with the Supervisory Board as well as to offer the new shares to the shareholders also by way of an indirect subscription right pursuant to section 153 para 6 Austrian Stock Corporation Act. The Executive Board shall be authorised, with the consent of the Supervisory Board, to fully or partially exclude the shareholders' subscription rights. In total the shares issued with excluded subscription rights on the basis of this authorisation against contribution in cash and/or in kind shall not exceed the limit of EUR 12,329,379.00, corresponding to 10% (ten per cent) of the share capital of the company. The number of those shares shall be included for the calculation of this limit, for which conversion and/or subscription rights are granted by way of convertible

bonds issued under exclusion of subscription rights during the term of this authorisation. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares based on the authorised capital.

2. The Articles of Association are amended in Article 4 (Registered Capital and Shares) to the effect that para (4) shall read as drafted in the version of the Articles of Association, with highlighting the amendments, 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.

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 pursuant to sections 170 para 2 in connection with 153 para 4 Austrian Stock Corporation Act regarding the authorisation of the Executive Board to exclude the shareholders' subscription right combined with the authorisation of the Executive Board to increase the share capital pursuant to section 169 Austrian Stock Corporation Act in return for contributions in cash and/or in kind, published on the website of the company (www.immofinanz.com).

Item 10 of the agenda:

Resolution on the authorisation of the Executive Board to issue convertible bonds and regarding conditional capital.

Authorisation of the Executive Board to issue convertible bonds and exclusion of the shareholders' subscription rights, together with the revocation of the existing authorisation to issue convertible bonds in the unused amount as well as conditional increase of the share capital (section 159 para 2 item 1 Austrian Stock Corporation Act) and corresponding amendments to the Articles of Association in Article 4 (Registered Capital and Shares).

1. Authorisation of the Executive Board to issue convertible bonds

The Executive Board and the Supervisory Board propose the following resolutions with respect to the authorisation to issue convertible bonds (issue authorisation) as well as the revocation of the existing authorisation to issue convertible bonds in the unused amount:

- 1.1. The authorisation of the Executive Board granted in the ordinary shareholders' meeting on 11 May 2018 to issue convertible bonds shall be withdrawn in the unused amount and the Executive Board shall be authorised for a period of five years starting with the date of the resolution, with the consent of the Supervisory Board, to issue convertible bonds up to a total nominal amount of EUR 560,000,000.00 with conversion and/or subscription rights in respect of up to 12,329,379 ordinary bearer shares of the company representing a pro-rata amount of the share capital of the company of up to EUR 12,329,379.00, also in several tranches and to determine all other terms of the convertible bonds as well as in respect of the issuance and the conversion procedure. The convertible bonds may be issued against cash and also for contribution in kind. The shareholders' subscription rights are excluded. The authorisation to issue convertible bonds may also be exercised repeatedly. In that case the total number of (i) the shares already issued to holders of convertible bonds according to this authorisation and (ii) the shares in relation to which conversion and/or subscription rights may be exercised out of convertible bonds already issued and out of convertible bonds that may be issued pursuant to the repeated exercise of the issuance authorisation, must not exceed the total maximum amount set out in this resolution. The same applies mutatis mutandis for the total nominal amount of the convertible bonds set out in this authorisation. The fulfilment of the conversion and/or subscription rights can be effected through conditional capital, authorised capital, out of treasury shares or by way of delivery from third parties or a combination thereof.
- 1.2. Under this authorisation convertible bonds may only be issued under exclusion of subscription rights, if the total number of new shares for which conversion and/or subscription rights are granted by such convertible bonds shall not exceed the limit of

EUR 12,329,379.00, corresponding to 10% (ten per cent) of the share capital of the company. The number of those new shares shall be included for the calculation of this limit, which have been issued from authorised capital under exclusion of the shareholders' subscription rights during the term of this authorisation; further, the number of those shares, for which conversion and/or subscription rights are granted by way of convertible bonds issued under exclusion of subscription rights on the basis of another authorisation during the term of this authorisation.

- 1.3. The Executive Board shall be authorised with the consent of the Supervisory Board and in accordance with the provisions of the Austrian Stock Corporation Act, to determine the terms of issuance and the terms and conditions of the convertible bonds, in particular interest rate, issue price, maturity and denomination, dilution adjustment, conversion period and/or conversion date, conversion rights and/or conversion obligations, conversion ratio and conversion price as well as the terms for conversion and/or subscription. In particular, the following terms and conditions (or a combination thereof) may be provided for:
 - (i) additional cash payment and consolidation or cash settlement for fractional amounts that cannot be converted;
 - (ii) fixed or variable conversion ratio or the determination of the conversion price within a specified range dependent on the company's share price development during the term of the convertible bonds;
 - (iii) the company's right, in case of conversion (exercise of the conversion and/or subscription right) not to deliver shares, but to pay an adequate cash amount on the basis of the company's share price;
 - (iv) the company's right to redeem the convertible bonds prior to maturity at the nominal amount and also to grant a compensation for the premature termination;
 - (v) the right of the convertible bond holders to request redemption of the convertible bonds prior to the maturity date at the nominal amount and if applicable also to receive a compensation for the premature termination; or
 - (vi) the conversion obligation (conversion and/or subscription obligation) at the maturity date (or at another date) or the company's right to wholly or partially deliver shares of the company to the holders of convertible bonds.
- 1.4. The convertible bonds may also be issued by a directly or indirectly wholly owned subsidiary of IMMOFINANZ AG; in such case, the Executive Board shall be authorised, with the consent of the Supervisory Board, to issue a guarantee in respect of the convertible bonds and, in case of conversion to deliver shares of the company.
- 1.5. The price of the convertible bonds shall be determined with regard to market-standard calculation methods in a market-standard pricing procedure. The price (issue price) of the convertible bonds thereby has to be determined by the price (issue price) of an ordinary fixed-interest bond and the price for the conversion rights taking into consideration the other terms and conditions. The issue price of a bond is determined on the basis of market-standard calculation methods subject to maturity of the bond, interest rate, current market interest rate as well as considering the credit rating of the company. The value of the conversion and/or subscription right is calculated by means of option price calculation, in particular considering maturity/exercise period, share price development (volatility) or other financial ratios as well as the relation of the conversion and/or subscription price to the share price. Further conditions, e.g. rights of early redemption, a conversion obligation and a fixed or variable conversion ratio are to be considered.
- 1.6. The issue price of the shares issued upon exercise of conversion (exercise of the conversion and/or subscription right) and the conversion and/or subscription ratio shall be determined with regard to market-standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital.

2. Conditional capital increase

- 2.1. The share capital shall be conditionally increased in accordance with sec 159 para 2 item 1 of the Austrian Stock Corporation Act by up to EUR 12,329,379.00 by issuance of up to 12,329,379 new ordinary bearer shares. The purpose of the conditional capital increase is the issue of shares to holders of convertible bonds issued by the company on the basis of the resolution of the shareholders' meeting of 01 October 2020. The issue price and the conversion and/or subscription ratio shall be determined with regard to market standard calculation methods and the stock market price of the shares of the company (basis of the calculation of the issue price); the issue price must not be below the pro-rata amount of the share capital. The Executive Board shall be authorised, subject to the approval of the Supervisory Board, to determine further details of the execution of the conditional capital increase (especially issue price, rights attached to the shares, dividend entitlement). The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association resulting from the issuance of shares from the conditional capital.
- 2.2. The Articles of Association are amended in Article 4 (Registered Capital and Shares) to the effect that para (6) shall read as drafted in the version of the Articles of Association, with highlighting the amendments, 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.

For further reasons and explanations of the motion on item 10 of the agenda, reference is also made to the report of the Executive Board regarding the exclusion of the subscription right in connection with the authorisation of the Executive Board to issue convertible bonds (section 174 para 4 in conjunction with section 153 para 4 of the Austrian Stock Corporation Act), published on the website of the company (www.immofinanz.com).

Item 11 of the agenda:

Amendments to the Articles of Association in Article 17 on authorisations for the broadcasting of shareholders' meetings, remote participation as well as remote voting and supplementary provisions.

The Executive Board and the Supervisory Board propose a resolution to amend the Articles of Association in Article 17 para (4) as follows and to supplement para (5) to para (7) in Article 17 as follows:

„Article 17

- (4) *The Executive Board shall have the power to provide, with the consent of the Supervisory Board, that the shareholders' meeting be broadcast by acoustical and possibly also by optical media in real time in full or in part in accordance with section 102 para 4 sentence 1 of the Austrian Stock Corporation Act. Public broadcasting of the shareholders' meeting can also be provided for in accordance with section 102 para 4 sentence 2 of the Austrian Stock Corporation Act. The Company shall be entitled to make audio and video recordings of shareholders' meetings.*
- (5) *Furthermore, the Executive Board shall have the power to provide, with the consent of the Supervisory Board, in accordance with section 102 para 3 item 2 of the Austrian Stock Corporation Act that the shareholders may participate in the shareholders' meeting in real time for its entire duration from any location by means of acoustical and possibly also optical two-way communication which allows the shareholders to follow the course of the shareholders' meeting and, provided that the Chairman grants them the right to speak, address the shareholders' meeting themselves (remote participation). The Executive Board may require in the invitation a separate registration for shareholders intending to avail the possibility of remote participation.*

- (6) *The Executive Board is entitled, with the consent of the Supervisory Board, in accordance with section 126 of the Austrian Stock Corporation Act to determine, that shareholders may submit their votes from any location by electronic means to the Company (remote voting). The Executive Board may require in the invitation a separate registration for shareholders intending to avail the possibility of remote voting. The procedure offered by the Company may provide for shareholders to cast their votes (i) in advance of the shareholders' meeting up until a determined time, (ii) in advance and during the shareholders' meeting up until the time on which the shareholders present in person may cast their votes or (iii) only during the shareholders' meeting up until the time on which the shareholders present in person may cast their votes. The Executive Board shall regulate in which way shareholders may raise objections and how motions for resolutions and proposals for resolutions submitted by shareholders prior to the shareholders' meeting can be repeated as motions for resolution.*
- (7) *The members of the Executive Board and the Supervisory Board can be connected to the shareholders' meeting via an optical and acoustical two-way connection."*

Vienna, September 2020