

28th Ordinary Shareholders' Meeting
of
IMMOFINANZ AG
on 19 October 2021

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 agenda items

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 2020.

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 2020.

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

Out of the balance sheet profit stated in the financial statements of IMMOFINANZ AG for the business year ending on 31 December 2020 in the amount of EUR 465,602,490.08 a dividend of EUR 0.75 per share bearing dividend entitlement is distributed to the shareholders for the total number of 116,295,567 shares of the company entitled to receive a dividend, hence EUR 87,221,675.25 are distributed to the shareholders and the remaining balance sheet profit of EUR 378,380,814.83 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 Austrian Income Tax Act. The dividend is due and payable on 25 October 2021 (Dividend-Payment-Date). The shares of IMMOFINANZ AG are traded at the Vienna Stock Exchange and Warsaw Stock Exchange from 21 October 2021 ex dividend for the business year 2020 (Dividend Ex-Date). The relevant date for the securities account balance to receive a dividend (Record Date) is 22 October 2021.

Item 3 of the agenda:

Resolution on the approval of the actions of the members of the Executive Board for the business year 2020.

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 2020.

Item 4 of the agenda:

Resolution on the approval of the actions of the members of the Supervisory Board for the business year 2020.

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 2020.

Item 5 of the agenda:

Resolution on the remuneration of the members of the Supervisory Board.

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 245,801.00 for the business year 2020, 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 2021.

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 2021.

Item 7 of the agenda:

Resolution on the remuneration report for the remuneration of the members of the Executive Board and the Supervisory Board for the business year 2020.

The Executive Board and the Supervisory Board of IMMOFINANZ AG propose the adoption of the remuneration report on the remuneration granted or owed to the current and former members of the Executive Board and the Supervisory Board for the 2020 financial year, as published on the website of the company (www.immofinanz.com) in preparation for the shareholders' meeting.

Item 8 of the agenda:

Elections to the Supervisory Board.

According to Article 10 para 1 of the Articles of Association the Supervisory Board shall consist of at least three but not more than six members. Based on the resolution of the shareholders' meeting held on 17 April 2015 the number of the Supervisory Board members of the company is currently set with six members to be elected by the shareholders' meeting (capital representatives). At the

moment one member is delegated by the works council in accordance with section 110 Labour Constitution Act (*Arbeitsverfassungsgesetz*).

In the last business year (2020), the capital representatives Rudolf Fries and Michael Knap resigned from the Supervisory Board. Further, the term of the Supervisory Board members Christian Böhm and Nick J.M. van Ommen will expire at the end of the upcoming shareholders' meeting. Christian Böhm and Nick J.M. van Ommen are leaving the Supervisory Board at their own request and will not be available for re-election.

In order to regain the previous number of six capital representatives, the Supervisory Board proposes the election of four members.

For the elections to the Supervisory Board, the gender quota pursuant to section 86 para 7 Austrian Stock Corporation Act is to be applied if the elections result in six capital representatives as members of the Supervisory Board. 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 chair of the Supervisory Board (section 86 para 9 last sentence Austrian Stock Corporation Act). This means that overall compliance with the gender quota is required pursuant to section 86 para 7 Austrian Stock Corporation Act. With six capital representatives, at least two seats must be occupied by women and at least two seats must be occupied by men to meet the gender quota according to section 86 para 7 Austrian Stock Corporation Act. Currently one woman and three men are elected to the Supervisory Board as capital representatives, with the terms of two men expiring at the end of the upcoming shareholders' meeting. In case of electing four further members to the Supervisory Board, at least one woman must be elected to one of the positions and at least one man must 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 Supervisory Board of IMMOFINANZ AG proposes,

- Ms. Dorothee Deuring, born on 27 June 1968,
- Ms. Gayatri Narayan, born on 23 January 1986,
- Mr. Michael Mendel, born on 13 June 1957, and
- Mr. Stefan Guetter, born on 26 September 1969, each to be newly elected to the Supervisory Board,

each with effect from the end of the 28th shareholders' meeting for the period up to the end of the shareholders' meeting which resolves on the discharge for the business year 2024.

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 proposed candidates, attention was paid in accordance with section 87 para 2a Austrian Stock Corporation Act and the Austrian 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 quota 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 9 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 of IMMOFINANZ AG 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 536,000,000.00 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

The Executive Board and the Supervisory Board of IMMOFINANZ AG propose the following resolution on the conditional capital increase:

- 2.1. The share capital shall be conditionally increased in accordance with sec 159 para 2 item 1 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 19 October 2021. 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 follows:.

“(6) The share capital shall be conditionally increased in accordance with Section 159 para 2 item 1 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 19 October 2021. 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.”

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 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 Austrian Stock Corporation Act), published on the website of the company (www.immofinanz.com).

Voting recommendation on shareholder proposals which are only published on the company's website after the record date or which are only submitted or amended in the course of the Shareholders' Meeting.

The Executive Board and the Supervisory Board of IMMOFINANZ AG propose that shareholders vote AGAINST all shareholder proposals that will only be made available on the Company's website after the record date of the Shareholders' Meeting (09 October 2021, 24:00 CEST Vienna local time) or that should only be submitted or amended during the course of the Shareholders' Meeting.

This voting recommendation is intended to ensure that the majorities for resolutions at the Shareholders' Meeting are not influenced by unannounced resolution proposals or ad hoc motions from shareholders, because in many cases the special proxies can no longer obtain timely instructions from their shareholders on these new resolution proposals (safeguarding the correctness of the formation of the shareholders' will). This is also expedient because all shareholders must be represented by special proxies at the Shareholders' Meeting convened as a virtual meeting.

Vienna, September 2021