

**Resolutions and votes of  
the 28<sup>th</sup> Ordinary Shareholders' Meeting of IMMOFINANZ AG  
of 19 October 2021**

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**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**

For this agenda item no resolution took place.

**No resolution.**

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**Item 2. of the agenda**

**Resolution on the appropriation of the balance sheet profit stated in the financial statements for the business year 2020**

**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 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 123,292,767 shares of the company entitled to receive a dividend, hence EUR 92,469,575.25 are distributed to the shareholders and the remaining balance sheet profit of EUR 373,132,914.83 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 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.

**Vote:**

**Number of shares for which valid votes have been cast: 59,495,284**

**Percentage of the share capital represented by these votes: 48.25 %**

**Total number of valid votes cast: 59,495,284**

**Pro:** 58,982,381 votes.

**Contra:** 512,903 votes.

**Abstention:** 35,208 votes.

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## 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 **Dietmar Reindl** as member of the Executive Board for the business year 2020.

#### Vote:

**Number of shares for which valid votes have been cast: 59,335,016**

**Percentage of the share capital represented by these votes: 48.12 %**

**Total number of valid votes cast: 59,335,016**

**Pro:** 58,567,980 votes.

**Contra:** 767,036 votes.

**Abstention:** 187,961 votes.

#### The following resolution has been passed:

Approval of the actions of **Stefan Schönauer** as member of the Executive Board for the business year 2020.

#### Vote:

**Number of shares for which valid votes have been cast: 59,334,916**

**Percentage of the share capital represented by these votes: 48.12 %**

**Total number of valid votes cast: 59,334,916**

**Pro:** 58,223,417 votes.

**Contra:** 1,111,499 votes.

**Abstention:** 180,576 votes.

#### The following resolution has been passed:

Approval of the actions of **Ronny Pecik** as member of the Executive Board for the business year 2020.

#### Vote:

**Number of shares for which valid votes have been cast: 59,335,066**

**Percentage of the share capital represented by these votes: 48.12 %**

**Total number of valid votes cast: 59,335,066**

**Pro:** 40,288,740 votes.

**Contra:** 19,046,326 votes.

**Abstention:** 195,426 votes.

#### The following resolution has been passed:

Approval of the actions of **Oliver Schumy** as member of the Executive Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,335,016**

**Percentage of the share capital represented by these votes: 48.12 %**

**Total number of valid votes cast: 59,335,016**

**Pro:** 58,212,980 votes.

**Contra:** 1,122,036 votes.

**Abstention:** 195,476 votes.

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**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 **Sven Bienert** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**

**Percentage of the share capital represented by these votes: 48.07 %**

**Total number of valid votes cast: 59,271,564**

**Pro:** 57,805,577 votes.

**Contra:** 1,465,987 votes.

**Abstention:** 258,928 votes.

**The following resolution has been passed:**

Approval of the actions of **Christian Böhm** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**

**Percentage of the share capital represented by these votes: 48.07 %**

**Total number of valid votes cast: 59,271,564**

**Pro:** 57,805,577 votes.

**Contra:** 1,465,987 votes.

**Abstention:** 258,928 votes.

**The following resolution has been passed:**

Approval of the actions of **Nick J. M. van Ommen** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**

**Percentage of the share capital represented by these votes: 48.07 %**

**Total number of valid votes cast: 59,271,564**

**Pro:** 57,805,577 votes.  
**Contra:** 1,465,987 votes.  
**Abstention:** 258,928 votes.

**The following resolution has been passed:**

Approval of the actions of **Rudolf Fries** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**  
**Percentage of the share capital represented by these votes: 48.07 %**  
**Total number of valid votes cast: 59,271,564**  
**Pro:** 58,148,231 votes.  
**Contra:** 1,123,333 votes.  
**Abstention:** 258,928 votes.

**The following resolution has been passed:**

Approval of the actions of **Michael Knap** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,414**  
**Percentage of the share capital represented by these votes: 48.07 %**  
**Total number of valid votes cast: 59,271,414**  
**Pro:** 40,603,444 votes.  
**Contra:** 18,667,970 votes.  
**Abstention:** 258,928 votes.

**The following resolution has been passed:**

Approval of the actions of **Bettina Breiteneder** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**  
**Percentage of the share capital represented by these votes: 48.07 %**  
**Total number of valid votes cast: 59,271,564**  
**Pro:** 57,805,477 votes.  
**Contra:** 1,465,987 votes.  
**Abstention:** 208,628 votes.

**The following resolution has been passed:**

Approval of the actions of **Philipp Amadeus Obermair** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**

**Percentage of the share capital represented by these votes: 48.07 %**

**Total number of valid votes cast: 59,271,564**

**Pro:** 58,148,231 votes.

**Contra:** 1,123,333 votes.

**Abstention:** 258,778 votes.

**The following resolution has been passed:**

Approval of the actions of **Maria Onitcanscaia** as member of the Supervisory Board for the business year 2020.

**Vote:**

**Number of shares for which valid votes have been cast: 59,271,564**

**Percentage of the share capital represented by these votes: 48.07 %**

**Total number of valid votes cast: 59,271,564**

**Pro:** 58,148,231 votes.

**Contra:** 1,123,333 votes.

**Abstention:** 258,928 votes.

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**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 (capital representatives) is determined collectively at EUR 245,801.00 for the business year 2020, whereas the allocation of this remuneration shall be determined by the Supervisory Board.

**Vote:**

**Number of shares for which valid votes have been cast: 58,942,057**

**Percentage of the share capital represented by these votes: 47.81 %**

**Total number of valid votes cast: 58,942,057**

**Pro:** 58,388,416 votes.

**Contra:** 553,641 votes.

**Abstention:** 588,435 votes.

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**Item 6. of the agenda**

**Election of the auditor for the financial statements and the consolidated financial statements for the business year 2021**

**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 2021.

**Vote:**

**Number of shares for which valid votes have been cast: 59,370,366**

**Percentage of the share capital represented by these votes: 48.15 %**

**Total number of valid votes cast: 59,370,366**

**Pro:** 59,251,942 votes.

**Contra:** 118,424 votes.

**Abstention:** 160,126 votes.

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**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 following resolution has been passed:**

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](http://www.immofinanz.com)) in preparation for the shareholders' meeting, was adopted.

**Vote:**

**Number of shares for which valid votes have been cast: 58,958,045**

**Percentage of the share capital represented by these votes: 47.82 %**

**Total number of valid votes cast: 58,958,045**

**Pro:** 57,373,876 votes.

**Contra:** 1,584,169 votes.

**Abstention:** 572,447 votes.

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**Item 8. of the agenda**

**Elections to the Supervisory Board**

**The following resolution has been passed:**

Mrs. **Dorothee Deuring** is elected to the Supervisory Board of IMMOFINANZ AG effective from the end of the 28<sup>th</sup> 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 2024.

**Vote:**

**Number of shares for which valid votes have been cast: 59,383,555**

**Percentage of the share capital represented by these votes: 48.16 %**

**Total number of valid votes cast: 59,383,555**

**Pro:** 59,241,477 votes.  
**Contra:** 142,078 votes.  
**Abstention:** 146,937 votes.

**The following resolution has been passed:**

Mrs. **Gayatri Narayan** is elected to the Supervisory Board of IMMOFINANZ AG effective from the end of the 28<sup>th</sup> 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 2024.

**Vote:**

**Number of shares for which valid votes have been cast: 59,383,713**  
**Percentage of the share capital represented by these votes: 48.16 %**  
**Total number of valid votes cast: 59,383,713**  
**Pro:** 58,840,895 votes.  
**Contra:** 542,818 votes.  
**Abstention:** 146,779 votes.

**The following resolution has been passed:**

Mr. **Michael Mendel** is elected to the Supervisory Board of IMMOFINANZ AG effective from the end of the 28<sup>th</sup> 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 2024.

**Vote:**

**Number of shares for which valid votes have been cast: 59,463,555**  
**Percentage of the share capital represented by these votes: 48.23 %**  
**Total number of valid votes cast: 59,463,555**  
**Pro:** 59,321,477 votes.  
**Contra:** 142,078 votes.  
**Abstention:** 66,937 votes.

**The following resolution has been passed:**

Mr. **Stefan Guetter** is elected to the Supervisory Board of IMMOFINANZ AG effective from the end of the 28<sup>th</sup> 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 2024.

**Vote:**

**Number of shares for which valid votes have been cast: 59,383,555**  
**Percentage of the share capital represented by these votes: 48.16 %**  
**Total number of valid votes cast: 59,383,555**

**Pro:** 59,239,977 votes.  
**Contra:** 143,578 votes.  
**Abstention:** 146,937 votes.

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## 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).**

#### **The following resolution has not been passed:**

- 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.
- 2.1. 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 drafted in the version of the Articles of Association, with highlighting the amendments, published on the company's website ([www.immofinanz.com](http://www.immofinanz.com)) according to section 108 para 4 Austrian Stock Corporation Act in preparation for this shareholders' meeting.

**Vote:**

**Number of shares for which valid votes have been cast: 59,454,479**

**Percentage of the share capital represented by these votes: 48.22 %**

**Total number of valid votes cast: 59,454,479**

**Pro:** 37,933,198 votes.

**Contra:** 21,521,281 votes.

**Abstention:** 76,013 votes.

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