

**Resolutions and voting results  
of the 31<sup>st</sup> Ordinary Shareholders' Meeting of IMMOFINANZ AG  
on May 29, 2024**

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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 2023.**

No resolution was passed on this agenda item.

**No resolution.**

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**Item 2 of the agenda:**

**Resolution on the appropriation of the balance sheet profit stated in the financial statement for the business year 2023.**

**The following resolution was passed:**

The retained earnings of EUR 304,980,982.19 reported in the annual financial statements of IMMOFINANZ AG as of December 31, 2023 will be carried forward in full.

**Voting result:**

**Number of shares for which valid votes were cast: 108,650,008**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,650,008**

**PRO:** 108,633,141 votes.

**CONTRA:** 16,867 votes.

**ABSTENTION:** 1,400 votes.

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**Item 3 of the agenda:**

**Resolution on the approval of the actions of the members of the Executive Board for the business year 2023.**

**The following resolution was passed:**

The actions of the members of the Executive Board are approved for the 2023 financial year.

**Voting result:**

**Number of shares for which valid votes were cast: 108,632,177**  
**Percentage of the share capital represented by these votes: 78.34 %**  
**Total number of valid votes cast: 108,632,177**  
**PRO:** 108,625,838 votes.  
**CONTRA:** 6,339 votes.  
**ABSTENTION:** 19,563 votes.

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**Item 4 of the agenda:**

**Resolution on the approval of the actions of the members of the Supervisory Board for the business year 2023.**

**The following resolution was passed:**

The members of the Supervisory Board are granted discharge for the 2023 financial year.

**Voting result:**

**Number of shares for which valid votes were cast: 108,632,477**  
**Percentage of the share capital represented by these votes: 78.34 %**  
**Total number of valid votes cast: 108,632,477**  
**PRO:** 108,388,044 votes.  
**CONTRA:** 244,433 votes.  
**ABSTENTION:** 19,263 votes.

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**Item 5 of the agenda:**

**Election of the auditor for the financial statements and the consolidated financial statements for the business year 2024 and the auditor for the consolidated sustainability report for the business year 2024.**

- a) Election of the auditor for the annual and consolidated financial statements for the 2024 financial year

**The following resolution was passed:**

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, 1220 Vienna, is appointed as auditor and group auditor for the business year 2024.

**Voting result:**

**Number of shares for which valid votes were cast: 108,650,740**  
**Percentage of the share capital represented by these votes: 78.35 %**  
**Total number of valid votes cast: 108,650,740**  
**PRO:** 108,637,201 votes.  
**CONTRA:** 13,539 votes.  
**ABSTENTION:** 0 votes.

- b) Appointment of the auditor of the consolidated sustainability report for the business year 2024.

**The following resolution was passed:**

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, 1220 Vienna, is elected as the auditor of the consolidated sustainability report of IMMOFINANZ AG for the financial year 2024, subject to the condition that the sustainability report must be audited by an external auditor due to legal requirements.

**Voting result:**

**Number of shares for which valid votes were cast: 108,650,740**  
**Percentage of the share capital represented by these votes: 78.35 %**  
**Total number of valid votes cast: 108,650,740**  
**PRO:** 108,637,201 votes.  
**CONTRA:** 13,539 votes.  
**ABSTENTION:** 0 votes.

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**Agenda item 6**

**Resolution on the remuneration policy for the Supervisory Board.**

**The following resolution was passed:**

The remuneration policy with the principles for the remuneration of the members of the Supervisory Board (Remuneration Policy 2024), as made available on the company's website ([www.immofinanz.com](http://www.immofinanz.com)) in preparation for the shareholders' meeting, is adopted.

**Voting result:**

**Number of shares for which valid votes were cast: 108,651,817**  
**Percentage of the share capital represented by these votes: 78.35 %**  
**Total number of valid votes cast: 108,651,817**  
**PRO:** 108,643,895 votes.  
**CONTRA:** 7,922 votes.  
**ABSTENTION:** 25 votes.

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## Agenda item 7

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

#### The following resolution was passed:

The total remuneration for the members of the Supervisory Board (capital representatives) for the 2023 financial year and for subsequent years (unless a future shareholders' meeting decides otherwise) is set at EUR 301,250.00 per financial year, whereby the distribution of this remuneration is reserved for the Supervisory Board in each case.

#### Voting result:

**Number of shares for which valid votes were cast: 108,651,817**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,651,817**

**PRO:** 108,641,057 votes.

**CONTRA:** 10,760 votes.

**ABSTENTION:** 25 votes.

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## Agenda item 8

### Resolution on the remuneration report for the remuneration of the members of the Executive Board and Supervisory Board for the business year 2023.

#### The following resolution was passed:

The remuneration report for the remuneration of the members of the Executive Board and Supervisory Board for the 2023 financial year, as published on the company's website ([www.immofinanz.com](http://www.immofinanz.com)) in preparation for the shareholders' meeting, is adopted.

#### Voting result:

**Number of shares for which valid votes were cast: 108,649,620**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,649,620**

**PRO:** 104,696,028 votes.

**CONTRA:** 3,953,592 votes.

**ABSTENTION:** 1,965 votes.

## Agenda item 9

### Elections to the Supervisory Board.

#### The following resolution was passed:

Ms. **Miroslava Greštiaková** is elected to the Supervisory Board of IMMOFINANZ AG with effect from the end of today's 31<sup>st</sup> shareholders' meeting and for the period until the end of the shareholders' meeting that resolves on the discharge for the financial year 2028.

#### Voting result:

**Number of shares for which valid votes were cast: 108,649,744**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,649,744**

**PRO:** 104,027,620 votes.

**CONTRA:** 4,622,124 votes.

**ABSTENTION:** 1,965 votes.

#### The following resolution was passed:

Mr. **Martin Matula** is elected to the Supervisory Board of IMMOFINANZ AG with effect from the end of today's 31<sup>st</sup> shareholders' meeting and for the period until the end of the shareholders' meeting that resolves on the discharge for the financial year 2028.

#### Voting result:

**Number of shares for which valid votes were cast: 108,649,490**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,649,490**

**PRO:** 104,326,351 votes.

**CONTRA:** 4,323,139 votes.

**ABSTENTION:** 2,219 votes.

#### The following resolution was passed:

Ms. **Iveta Krašovicová** is elected to the Supervisory Board of IMMOFINANZ AG with effect from the end of today's 31<sup>st</sup> shareholders' meeting and for the period until the end of the shareholders' meeting which resolves on the discharge for the financial year 2028.

#### Voting result:

**Number of shares for which valid votes were cast: 108,649,492**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,649,492**

**PRO:** 104,369,181 votes.

**CONTRA:** 4,280,311 votes.

**ABSTENTION:** 2,217 votes.

**The following resolution was passed:**

Mr. **Matúš Sura** is elected to the Supervisory Board of IMMOFINANZ AG with effect from the end of today's 31<sup>st</sup> shareholders' meeting and for the period until the end of the shareholders' meeting that resolves on the discharge for the financial year 2028.

**Voting result:**

**Number of shares for which valid votes were cast: 108,649,592**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,649,592**

**PRO:** 104,678,689 votes.

**CONTRA:** 3,970,903 votes.

**ABSTENTION:** 2,117 votes.

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**Agenda item 10**

**Resolution on authorisations of the Executive Board for the repurchase and sale of treasury shares other than via the stock exchange or via a public offering, also with an authorisation of the Executive Board to exclude the shareholders' rights to a pro-rata disposal of their shares as well as to a pro-rata purchase of shares (exclusion of subscription rights) and the authorisation of the Executive Board to redeem treasury shares.**

**The following resolution was passed:**

1. The authorisation of the Executive Board granted in the 30th ordinary shareholders' meeting on 3 May 2023 to purchase treasury shares to the extent not utilised shall be withdrawn and the Executive Board shall be authorised in accordance with section 65 para 1 no 8 as well as 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, also under repeated use of the 10 per cent threshold, both over the stock exchange or public offer as well as by other means, also with the exclusion of the shareholders' right to sell their shares, that may accompany such an acquisition. The authorisation may be exercised in full or in part or in multiple partial amounts by the Company, companies affiliated with it (section 189a no 8 Austrian Commercial Code) or by third parties for their account, and in pursuit of one or more purposes. The repeated use of the authorisation is permissible. The authorisation shall be exercised by the Executive Board in such a way that the portion of the share capital associated with the shares acquired by the Company on the basis of this authorisation or otherwise may not exceed 10% of the share capital at any time. 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 prior to the agreement of the respective acquisition. In the case of a public offer, the cut-off date for the end of the calculation period shall be the day on which the intention to make a public offer is announced (section 5 para 2 and 3 of the Austrian Takeover Act). 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 30th ordinary shareholders' meeting on 3 May 2023 to sell treasury shares shall be withdrawn in the unused amount 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 once or on several occasions, in full or in part or in multiple partial amounts and in pursuit of one or more purposes by the company, companies affiliated with it (section 189a no 8 Austrian Commercial Code) or by third parties for their account.
3. The authorisation of the Executive Board granted in the 30th ordinary shareholders' meeting on 3 May 2023 to redeem treasury shares to the extent not utilised 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.

## Voting result:

**Number of shares for which valid votes were cast: 108,645,025**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,645,025**

**PRO:** 108,574,083 votes.

**CONTRA:** 70,942 votes.

**ABSTENTION:** 4,974 votes.

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## Item 11 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 cancellation of existing conditional capital in the unused amount as resolved upon at the shareholder's meeting of 3 May 2023 (Article 4 para (5) of the Articles of Association) and conditional increase of the share capital (section 159 para 2 item 1 Austrian Stock Corporation Act) as well as corresponding amendments to the Articles of Association in Article 4 (Registered Capital and Shares).**

**The following resolution was passed:**

1. The authorisation of the Executive Board granted in the ordinary shareholders' meeting on 3 May 2023 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 563,553,701.00 with conversion and/or subscription rights in respect of up to 13,866,971 ordinary bearer shares of the company representing a pro-rata amount of the share capital of the company of up to EUR 13,866,971.00, 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.
2. The Executive Board shall be authorised with the consent of the Supervisory Board to determine, in accordance with the provisions of the Austrian Stock Corporation Act, 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 to the convertible bond holders;
  - (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.
3. 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.
  4. 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.
  5. 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.
  6. The conditional capital increase (section 159 para 2 item 1 Austrian Stock Corporation Act) as resolved upon by the shareholders' meeting of 3 May 2023 by up to EUR 69.334.855,00 for the issuance of up to 69,334,855 new bearer shares of the company (Article 4 para (5) of the Articles of Association) shall be cancelled in the unused amount.
  7. The share capital shall be conditionally increased in accordance with section 159 para 2 item 1 Austrian Stock Corporation Act by up to EUR 13,866,971.00 by issuance of up to 13,866,971 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 29 May 2024. 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.
  8. Section 4 (Share capital and shares) para (5) of the Articles of Association will be amended in such a way that the wording corresponds to the text of the Articles of Association that was made available to shareholders on the company's website

([www.immofinanz.com](http://www.immofinanz.com)) in preparation for the shareholders' meeting in accordance with Section 108 para 4 Austrian Stock Corporation Act.

## Voting result:

**Number of shares for which valid votes were cast: 108,646,103**

**Percentage of the share capital represented by these votes: 78.35 %**

**Total number of valid votes cast: 108,646,103**

**PRO:** 108,323,313 votes.

**CONTRA:** 322,790 votes.

**ABSTENTION:** 1,302 votes.

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## Agenda item 12

**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 authorisation granted to the Executive Board 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 following resolution was passed:

1. The authorisation of the Executive Board (section 169 Austrian Stock Corporation Act) resolved upon in the ordinary shareholders' meeting on 3 May 2023 to increase the share capital by 21 July 2028 by up to EUR 69,334,855.00 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 69,334,855.00 by issuance of up to 69,334,855 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 pro-rata amount of 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 shall not exceed the limit of EUR 13,866,971.00, corresponding to 10% (ten per cent) of the share capital of the company. 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. Section 4 (Share capital and shares) para (4) of the Articles of Association will be amended so that the wording corresponds to the text of the Articles of Association that was made available to shareholders on the company's website ([www.immofinanz.com](http://www.immofinanz.com)) in preparation for the shareholders' meeting in accordance with Section 108 para 4 AktG.

**Voting result:**

**Number of shares for which valid votes were cast: 108,646,199**  
**Percentage of the share capital represented by these votes: 78.35 %**  
**Total number of valid votes cast: 108,646,199**  
**PRO:** 104,032,580 votes.  
**CONTRA:** 4,613,619 votes.  
**ABSTENTION:** 1,300 votes.

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**Agenda item 13**

**Amendment of the Articles of Association in Article 17 (implementation of the provisions of the Virtual Shareholders' Meetings Act).**

**The following resolution was passed:**

Artical 17 (Shareholders' Meeting) of the Articles of Association is amended in such a way that the new paragraphs 8 to 19 are supplemented in accordance with the wording of the text of the Articles of Association, which was made available to shareholders on the company's website ([www.immofinanz.com](http://www.immofinanz.com)) in preparation for the shareholders' meeting in accordance with Section 108 (4) AktG.

**Voting result:**

**Number of shares for which valid votes were cast: 108,647,157**  
**Percentage of the share capital represented by these votes: 78.35 %**  
**Total number of valid votes cast: 108,647,157**  
**PRO:** 107,896,429 votes.  
**CONTRA:** 750,728 votes.  
**ABSTENTION:** 302 votes.

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