

**Remuneration Policy 2024 pursuant to  
Section 98a in conjunction with Section  
78a (1) of the Stock Corporation Act**

for

**the Supervisory Board of IMMOFINANZ  
AG**

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## **I. Basis for the Remuneration Policy of the Supervisory Board**

### **A. General conditions**

For IMMOFINANZ AG as a listed company, the Supervisory Board has developed the principles for the remuneration of the Supervisory Board members in the Remuneration Policy 2024. The Remuneration Policy 2024 represents a revision of the Remuneration Policy 2020, which was first submitted to the Annual General Meeting for a vote on October 1, 2020 and approved with 98.88% of the votes of the share capital present.

The Remuneration Policy fulfills the disclosure requirements resulting from the Stock Corporation Act and also follows the recommendations of Austrian Corporate Governance Code. Internal requirements of IMMOFINANZ AG resulting from the articles of association and rules of procedure are also taken into account in the Remuneration Policy.

The Remuneration Policy was submitted to the Annual General Meeting for a vote for the first time in the 2020 financial year, and thereafter it will be submitted for a vote at least every fourth financial year as well as upon any significant change. The Remuneration Policy and the result of the vote on the policy at the Annual General Meeting are published on the IMMOFINANZ AG website.

A comprehensive overview of the remuneration granted to the members of the Supervisory Board during the last financial year under the respective Remuneration Policy is provided annually in the form of a remuneration report.

### **B. Responsibilities and dealing with conflicts of interest**

The Supervisory Board proposes the Remuneration Policy for the Supervisory Board. The annual remuneration report is prepared jointly by the Supervisory Board and the Executive Board.

The members of the Supervisory Board are obliged to act in the interests of the company and must disclose any conflicts of interest without delay. Members of the Supervisory Board also do not exercise executive functions in companies that compete with IMMOFINANZ.

**II. Remuneration Policy for the Supervisory Board**

**A. Revision of the Supervisory Board remuneration**

In recent years, the demands on the members of the Supervisory Board have increased significantly and require additional time commitment, particularly for the Chair of the Supervisory Board. The differentiation that currently exists between the remuneration of the various roles on the Supervisory Board no longer adequately reflects the increased commitment, effort and responsibility that the role of Chair of the Supervisory Board entails. Against this background, the remuneration of the Chair of the Supervisory Board is to be adjusted.

In order to reflect the increased demands on the role of the Chair of the Supervisory Board, a greater differentiation of the fixed remuneration with a factor of 2.5 instead of a factor of 2.0 is provided for. The differentiation between the Chair of a committee and the other committee members remains unchanged with factor of 2.0.

The main change to the 2024 Remuneration Policy is therefore as follows:

Differentiation Chair : Deputy Chair : Member		
	Current Remuneration Policy	Remuneration Policy 2024
Fixed remuneration	2.0 : 1.5 : 1.0	<b>2.5 : 1.5 : 1.0</b>
Remuneration for committee activities	2.0 : 1.5 : 1.0	2.0 : 1.5 : 1.0

**B. Principles**

The remuneration of the Supervisory Board consists solely of fixed salary components. Pursuant to Section 15 (1) of the company's articles of association, the remuneration of the Supervisory Board is resolved by the Annual General Meeting. In order to ensure competitive remuneration of the Supervisory Board, it is defined in line with the Supervisory Board remuneration in listed real estate companies from the German speaking region.

**C. Components of Supervisory Board remuneration**

**1. Fixed remuneration**

Part of the total remuneration is a fixed annual amount that each member of the Supervisory Board receives. This is differentiated according to task and function. The fixed amount for the Chairman of the Supervisory Board is twice and a half the fixed annual fixed amount for an ordinary member of the Supervisory Board and the fixed amount for the Vice-Chairman or Vice-Chairmen is one and a half times that amount.

## **2. Remuneration for committee activities**

Each member of the Supervisory Board receives an annual fixed amount for their activities on a committee. This is differentiated according to task and function. The fixed amount for the Chairman of a committee is twice the annual fixed amount for the committee activities of an ordinary member of the committee and the fixed amount for the Vice-Chairman or Vice-Chairmen is one and a half times that amount.

## **3. Miscellaneous**

Members of the Supervisory Board are entitled to reimbursement of their cash expenses. A directors' and officers' (D&O) insurance policy was concluded for the executive bodies of IMMOFINANZ AG. The costs are borne by the company.

In the case of foreign members of the Supervisory Board who have only limited tax liability in Austria, the withholding tax is withheld in accordance with Section 99 of the Income Tax Act and transferred to the tax office. In the case of Supervisory Board members with unlimited tax liability in Austria, no withholding tax is withheld but a report of the amounts paid out is submitted to the responsible tax authority. In both cases, IMMOFINANZ AG bears no tax burden for the members of the Supervisory Board.

#### **D. Duration and termination of Supervisory Board mandates**

Pursuant to Section 10 of the articles of association of IMMOFINANZ AG, the members of the Supervisory Board are appointed by the Annual General Meeting in principle until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the election, whereby the Annual General Meeting may also define a shorter appointment period. The Annual General Meeting may also dismiss the members of the Supervisory Board at any time before the end of the term of office for which they were elected. Each member of the Supervisory Board may resign from office subject to four weeks' notice. In both cases, the pro rata annual fixed remuneration is payable until the date on which the dismissal or resignation takes effect.

#### **E. Deviations from the Remuneration Policy for the Supervisory Board**

Unless otherwise required by law, temporary deviations from all parts of the Remuneration Policy are permitted in exceptional circumstances.

The Supervisory Board decides on the existence of exceptional circumstances and, if necessary, will propose to the Annual General Meeting a resolution on Supervisory Board remuneration that deviates from the Remuneration Policy. The Annual General Meeting also decides on the granting of Supervisory Board remuneration that deviates from the Remuneration Policy.