

IMMOFINANZ AG

Invitation to the 26th Ordinary Shareholders' Meeting

We hereby invite our shareholders to the 26th ordinary shareholders' meeting of IMMOFINANZ AG with its registered office in Vienna, FN 114425y, to take place on 22 May 2019 at 10:00 a.m. CEST (Vienna local time) at Wiener Stadthalle (Halle F), Roland-Rainer-Platz 1, AT-1150 Vienna, Austria. If the completion of the ordinary shareholders' meeting on 22 May 2019 is not possible by 24:00 CEST (Vienna local time), the ordinary shareholders' meeting will be continued on the following day, 23 May 2019 at 0:00 CEST (Vienna local time).

A. Agenda (Section 106 item 3 Austrian Stock Corporation Act)

1. Presentation of the adopted annual financial statements including the management report, the consolidated corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of the balance sheet profit and the report of the supervisory board on the abbreviated business year 2018.
2. Resolution on the appropriation of the balance sheet profit stated in the financial statements for the business year 2018.
3. Resolution on the approval of the actions of the members of the executive board for the business year 2018.
4. Resolution on the approval of the actions of the members of the supervisory board for the business year 2018.
5. Resolution on the remuneration of the supervisory board members for the business year 2018.
6. Election of the auditor for the individual and consolidated financial statements for the business year 2019.
7. Election of two members to the supervisory board.
8. Resolution on authorisations of the executive board for the repurchase and sale of treasury shares (and to dispose the 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 cancel treasury shares.

B. Provision of information (Section 106 item 4 Austrian Stock Corporation Act)

In accordance with section 108 Austrian Stock Corporation Act the following documents will be published on the company's website (www.immofinanz.com) from the 21st day prior to the date of the ordinary shareholders' meeting, therefore from 01 May 2019 at the latest:

- Notice convening the shareholders' meeting
- Motions for resolutions of the executive board and the supervisory board and nominations of the supervisory board

- Annual financial statements and management report for the 2018 business year
- Consolidated annual financial statements and group management report for the 2018 business year
- Consolidated Corporate governance report for the 2018 business year
- Proposal for appropriation of the balance sheet profit
- Report by the supervisory board to the shareholders' meeting according to section 96 Austrian Stock Corporation Act
- Supplementary information on the candidates proposed by the supervisory board for election to the supervisory board pursuant to agenda item 7 (curricula vitae, declarations pursuant to section 87 para 2 Austrian Stock Corporation Act)
- Report by the executive board on the justification of the exclusion of subscription rights concerning agenda item 8 (authorisation for the repurchase and sale of treasury shares)
- Forms regarding granting of power of attorney (proxy) (granting, revocation and instructions), also for the proxy representative named by the company (Mr. Florian Beckermann).

C. Information regarding shareholders' rights (Section 106 item 5 Austrian Stock Corporation Act)

1. Request of agenda items by shareholders (Section 109 Austrian Stock Corporation Act)

Shareholders who have been holding, individually or cumulatively, five percent of the ordinary share capital of the company for a period of at least three months prior to the filing of the request may demand in writing that items shall be put on the agenda of the shareholders' meeting and shall be published. Each such agenda item has to be accompanied by a motion and a rationale.

The requesting shareholder has to confirm its shareholding. In case of bearer shares held on securities accounts a depository confirmation in accordance with section 10a Austrian Stock Corporation Act shall be sufficient. Such depository confirmation shall be issued by a credit institution with its registered office in a member state of the European Economic Area or in a full member state of the OECD. The depository confirmation shall not be dated more than seven days prior to the date of submission and shall confirm that the shareholder has been holding the shares throughout a period of at least three months prior to the filing of the request. In case of several shareholders who only cumulatively reach the required shareholding of five percent of the ordinary share capital, depository confirmations for all shareholders must refer to the same point in time (date, time).

Regarding further required content of the depository confirmation it is referred to the information for participating in the shareholders' meeting (point D).

The written request for additional agenda items together with the confirmation of shareholding described above must be received by the company on the 21st day prior to the date of the ordinary shareholders' meeting, hence on 01 May 2019 at the latest at its business address AT-1100 Vienna, Wienerbergstraße 11.

2. Motions by shareholders (Section 110 Austrian Stock Corporation Act)

Shareholders whose shareholdings, individually or cumulatively, equal or exceed one percent of the ordinary share capital of the company may file for each item of the agenda a motion in text form (in writing, no signature required) with the company and demand that these motions together with the names of the filing shareholders, their rationales which are to be attached and, if applicable, comments by the executive or the supervisory board thereto shall be made available on the website of the company (www.immofinanz.com).

In case of a motion for election of a supervisory board member the declaration by the proposed candidate in accordance with section 87 para 2 Austrian Stock Corporation Act substitutes the rationale.

The supervisory board of IMMOFINANZ AG is currently composed of six members elected by the shareholders' meeting. In addition, three supervisory board members (employee representatives) are delegated in accordance with the Labor Constitution Act (*Arbeitsverfassungsgesetz*). It is pointed out that the quota regulation pursuant to section 86 para 7 Austrian Stock Corporation Act applies to new elections to the company's supervisory board. Pursuant to section 86 para 9 Austrian Stock Corporation Act, the minimum quota must be fulfilled by the supervisory board as a whole if neither the majority of the capital representatives appointed in accordance with the Articles of Association nor the majority of the employee representatives delegated in accordance with section 110 Labor Constitution Act (*Arbeitsverfassungsgesetz*) object to the overall compliance towards the chairman of the supervisory board at least six weeks prior to election or delegation. 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 chairman of the supervisory board (section 86 para 9 last sentence Austrian Stock Corporation Act). This means that overall compliance is required pursuant to section 86 para 7 Austrian Stock Corporation Act. To meet the quota regulation according to section 86 para 7 Austrian Stock Corporation Act at least three seats must be occupied by women and at least three seats must be occupied by men. As at the date of the notice convening the shareholders' meeting, two women are delegated to the supervisory board as employee representatives. When electing two members to the supervisory board, at least one woman must therefore be elected to one of the positions in order to fulfil the quota regulation according to section 86 para 7 Austrian Stock Corporation Act. If the composition of the supervisory board changes prior to the shareholders' meeting, the company will inform about this on the company's website (www.immofinanz.com) corresponding to section 106 item 5 Austrian Stock Corporation Act.

The requesting shareholder has to confirm its shareholding. In case of bearer shares held on securities accounts a depository confirmation in accordance with Section 10a Austrian Stock Corporation Act shall be sufficient. Such depository confirmation shall be issued by a credit institution with its registered office in a member state of the European Economic Area or in a full member state of the OECD. The depository confirmation shall not be dated more than seven days prior to the date of submission. In case of several shareholders who only cumulatively reach the required shareholding of one percent of the ordinary share capital, depository confirmations for all shareholders must refer to the same point in time (date, time).

Regarding the further required content of the depository confirmation it is referred to the information for participating in the shareholders' meeting (point D).

The motion as well as nominations for supervisory board members including declarations pursuant to section 87 para 2 Austrian Stock Corporation Act for each person proposed together with the confirmation of shareholding described above must be received on the 7th business day prior to the date of the ordinary shareholders' meeting, hence on 13 May 2019 at the latest,

- via e-mail to the address: hauptversammlung@immofinanz.com, or
- via mail, courier service or personally delivered at its business address at AT-1100 Vienna, Wienerbergstraße 11, or
- via facsimile under the fax number +43 (0) 1 88090-8915.

Motions will be published on the website of IMMOFINANZ AG no later than two working days after receipt (section 110 Austrian Stock Corporation Act).

3. Right of information (Section 118 Austrian Stock Corporation Act)

Each shareholder shall, upon request, be informed at the shareholders' meeting regarding the company's affairs as far as necessary for a proper judgement in respect of items of the agenda. The information right also relates to the company's legal and commercial relationships to its affiliated companies.

Providing the information may be rejected as far as

1. providing the information could, subject to reasonable business judgement, cause significant damage to the company or to an affiliate company, or
2. providing the information would constitute an offence.

Questions requiring a certain preparation time to answer may, in the interest of an efficient session, be submitted to the company in text form (in writing, no signature required) prior to the shareholders' meeting in a timely manner.

These questions may be conveyed to the company

- via e-mail to the address: hauptversammlung@immofinanz.com, or
- via mail, courier service or personally delivered at its business address at AT-1100 Vienna, Wienerbergstraße 11, or
- via facsimile under the fax number + 43 (0) 1 88090-8915.

D. Record date and prerequisites for participation in the shareholders' meeting (Section 106 item 6 and item 7 Austrian Stock Corporation Act):

For the right to participate in the shareholders' meeting and to exercise shareholder rights shares of the company must be held at the **end of the tenth day prior to the shareholders' meeting (record date)**, this is **12 May 2019 (Sunday), 24:00 (midnight) CEST (Vienna local time)**.

Only such persons are entitled to participate in the shareholders' meeting who are shareholders at the end of the record date and confirm this vis-à-vis the company.

In the case of bearer shares held on securities accounts a depository confirmation in accordance with section 10a Austrian Stock Corporation Act shall be sufficient for the confirmation of the shareholding. Such depository confirmation shall be issued by a credit institution with its registered office in a member state of the European Economic Area or in a full member state of the OECD.

The depository confirmation must contain the following details (Section 10a para 2 Austrian Stock Corporation Act):

- Details of the issuer: name (company name), address or a standard code used in communications between credit institutions
- Details of the shareholder: name/company, address, in case of natural persons the date of birth and in case of legal persons the register and registration number (if applicable)

- Details of the shares: number of the shares held by the shareholder, the class of shares or the international securities identification number
- Securities account number or other identification
- Declaration that the depository confirmation refers to the balance of the securities account as of 12 May 2019, 24:00 (midnight) CEST (Vienna local time).

The depository confirmation may be issued in German or English.

The depository confirmation must be received on the third business day prior to the shareholders' meeting, hence on 17 May 2019, 24:00 (midnight) CEST (Vienna local time) at the latest

- as document signed by officers representing the issuing credit institution via mail or courier service at the address HV-Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel, or
- per facsimile under the fax number + 43 (0) 1 8900-50089, or
- per e-mail to the address: anmeldung.immofinanz@hauptversammlung.at (depository confirmation as pdf-document attached to the e-mail), or
- per SWIFT to the address GIBAATWGGMS, Message Type MT598 (specification of the ISIN AT0000A21KS2 is necessary).

Credit institutions are kindly asked to send depository confirmations collectively in the form of a list.

E. Access to the shareholders' meeting

Conveyance of the depository confirmation is deemed as registration for participation in the shareholders' meeting. The shareholders or their representatives are requested to present an official photo identification (driving licence, passport, identity card) at the entrance for identity verification purposes. For your time planning please take into consideration the number of expected participants and the common security controls. Pick up of voting cards starts at 09:00 a.m.

F. Appointment of a representative (proxy holder) (Section 106 item 8 Austrian Stock Corporation Act)

According to section 113 Austrian Stock Corporation Act each shareholder, who is entitled to participate in the shareholders' meeting has the right to appoint a natural or legal person as its representative (proxy holder). The proxy holder participates in the shareholders' meeting on behalf of the shareholder and has the same rights as the shareholder it represents. Each proxy shall clearly specify the proxy holder by name. The shareholder is not restricted regarding number and choice of proxy holders, however, the company itself or members of the executive board or supervisory board may only exercise voting right as proxy holders insofar as the shareholder has issued explicit voting instructions.

The power of attorney (proxy) shall be granted to a specific person. Powers of attorney (proxies) as well as their revocations shall be issued in text form (written, no signature required).

A shareholder may grant power of attorney (proxy) to the credit institution where the shares are held on a securities account. In such case, in addition to the depository confirmation, it is sufficient that the credit institution confirms to the company, in a permitted way (see above), that it has been granted power of attorney (proxy); in such case the power of attorney (proxy) does not need to be conveyed to the company separately.

An issued power of attorney (proxy) may be revoked by the shareholder. The revocation shall only be effective after receipt by the company. Declarations on the issuing of power of attorney (proxy) and respective revocations can be conveyed to the company solely via the following ways:

- via mail or courier service at the address HV-Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel;
- per facsimile under the fax number + 43 (0) 1 8900-50089;
- via e-mail to the address: anmeldung.immofinanz@hauptversammlung.at (as scanned PDF-document attached to the e-mail);
- personally delivered at the entrance to the shareholders' meeting
- by credit institutions according to Section 114 para 1 Austrian Stock Corporation Act per SWIFT to the address GIBAATWGGMS, Message Type MT598 (specification of the ISIN AT0000A21KS2 is necessary).

The power of attorney (proxy) or a revocation shall be received by 04:00 p.m. CEST (Vienna local time) on the day preceding the day of the shareholders' meeting (hence on 21 May 2019). After this point in time the power of attorney (proxy) or a revocation shall be personally delivered on the date of the shareholders' meeting at the meeting venue during registration.

Also Mr. Florian Beckermann is available to the shareholders as proxy holder in order to exercise their voting rights in the shareholders' meeting.

Declarations on the issuing of power of attorney (proxy) may be conveyed to Mr. Florian Beckermann in one of the above mentioned ways.

The company has provided forms for granting of a power of attorney (proxy) on its website (www.immofinanz.com). In order to facilitate the administration of the powers of attorney (proxies) shareholders are kindly asked to use the forms provided on the website.

G. Data Protection Information

During the preparation and conduct of the shareholders' meeting, the company processes personal data of the shareholders and their proxy holders (in particular those pursuant to section 10a para 2 Austrian Stock Corporation Act, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder and, if applicable, designation of the class or ISIN/WKN, the proxy card number and the name and date of birth of any proxy nominated by the shareholder) on the basis of the applicable data protection provisions, in particular the European Data Protection Basic Regulation (GDPR) and the Austrian Data Protection Act (DSG), in order to enable shareholders to exercise their rights at the shareholders' meeting. If shareholders and/or their proxy holders do not provide the data or do not provide it to the required extent, participation in the shareholders' meeting is not possible.

Personal data is processed for the purposes of verifying the eligibility of shareholders and/or their proxy holders to participate and exercising shareholders' rights, as well as for handling the shareholders' meeting, including the preparation of the registration and attendance lists and the minutes of the shareholders' meeting, and is absolutely necessary for these purposes. The provisions of the Austrian Stock Corporation Act, in particular sections 111 - 114, 117 and 120 of the Austrian Stock Corporation Act, which represent legal obligations of the company within the meaning of Art 6 para 1 lit c GDPR, provide the legal basis under data protection law for the processing of the personal data of shareholders and/or their proxy holders. For processing IMMOFINANZ AG is person responsible according to Art 4 lit 7 GDPR.

For organisation of the shareholders' meeting IMMOFINANZ AG makes use of external service providers (in particular notaries, lawyers, credit institutions and IT- and back-office service providers). Service providers and processors of IMMOFINANZ AG receive only such personal data from IMMOFINANZ AG as are necessary for the execution of the commissioned service and process these data exclusively according to instructions of IMMOFINANZ AG. To the extent required by law, IMMOFINANZ AG has entered into a data protection agreement with the service providers.

If a shareholder participates in the shareholders' meeting, all shareholders present or their representatives, the members of the executive board and supervisory board, the notary and all other persons with a legal right to participate may inspect the legally prescribed list of participants (section 117 Austrian Stock Corporation Act) and thereby also inspect the personal data specified therein (including name, place of residence, shareholding). In compliance with the statutory obligation, IMMOFINANZ AG also transmits personal data of shareholders and their proxy holders to public authorities: The shareholder's personal data, which must be included in the list of participants pursuant to section 117 of the Austrian Stock Corporation Act, will be transmitted to the competent commercial register court pursuant to section 120 para 4 of the Austrian Stock Corporation Act. The list of participants shall be attached to the minutes of the shareholders' meeting, which shall be recorded in the commercial register in the publicly accessible collection of documents. Data may also be transmitted to the Vienna Stock Exchange, Warsaw Stock Exchange, the Austrian Financial Market Authority or the Austrian Kontrollbank on a case-by-case basis. In addition, personal data will not be passed on to third parties.

The personal data of shareholders and/or their proxy holders will be stored until the end of the seven-year statutory retention period. In addition, the personal data may be stored for a maximum of another three years if they are of significance for pending court or official proceedings, in which IMMOFINANZ AG is party (section 212 Austrian Commercial Code). Afterwards the data of the participants will be deleted.

Under the applicable legal requirements, every shareholder and/or proxy holder has a right at any time to information, correction, deletion or restriction of the processing of his personal data, the right to object to the processing and the right to data transfer.

Shareholders and/or proxy holders may use these rights against IMMOFINANZ AG gratuitously via retrievable webformular on <https://immofinanz.com/de/dsgvo> or via the following contact details:

IMMOFINANZ AG
Attn: Data Protection Coordinator
Wienerbergstraße 11
1100 Vienna
Austria

In addition shareholders have a right of appeal to the data protection authority according to Art 77 GDPR.

H. Total number of shares and voting rights (Section 106 item 9 Austrian Stock Corporation Act)

As at the date of the notice convening the shareholders' meeting the company has issued 112,085,269 non-par value bearer shares whereby each share grants one vote. IMMOFINANZ AG as well as IMBEA IMMOEAST Beteiligungsverwaltung GmbH (100% subsidiary) hold 7,774,526 non-par value bearer shares of IMMOFINANZ AG as of 17 April 2019. Voting rights granted by these shares cannot be exercised according to Art 65 para 5 Austrian Stock Corporation Act. Hence 104,310,743 voting rights can be exercised as of

17 April 2019. The number of treasury shares and the number of granted voting rights may vary until the day of the shareholders meeting. The company will provide information about the concrete number according to Art 120 para 2 lit 1 Austrian Stock Exchange Act.

Vienna, 24 April 2019

The Executive Board of IMMOFINANZ AG

International Securities Identification Number (ISIN)

AT0000A21KS2