

**IMMOFINANZ AG**

Vienna, FN 114425 y

**Extraordinary General Meeting**

23/24 July 2008

Joint motion of the Executive Board and the Supervisory Board  
regarding the sole item of the agenda of the General Meeting

**"Resolution on the purchase of 418,024 shares of  
I&I Real Estate Asset Management AG and the exercise of the voting right  
of IMMOFINANZ AG in the General Meeting of IMMOEAST AG"**

The Executive Board and the Supervisory Board request the extraordinary General Meeting of IMMOFINANZ AG on 23/24 July 2008 to pass the following **r e s o l u t i o n**:

*"a) The conclusion of the transaction concerning the purchase of 418,024 shares of I&I Real Estate Asset Management AG, Vienna, FN 312193h ("I&I"), corresponding to 40 % of I&I's share capital, from (i) Constantia Packaging B.V., registered with the Commercial Register of the Netherlands Chamber of Commerce for De Veluwe en Twente under register number 33229857, and (ii) Constantia AG, registered with the Commercial Register of Canton Zug under register number CH-170.3.001.588-0, at a purchase price of EUR 176,000,000.-- plus 40 % of I&I's net cash funds (Nettofinanzmittel) as of 30 June 2008 and*

*b) the exercise of the voting right of IMMOFINANZ AG in the General Meeting of IMMOEAST AG in such a way that the Executive Board of IMMOEAST AG shall be instructed to conclude the agreement concerning the purchase of the remaining 60 % of the shares of I&I; the foregoing under the assumption and in case that also this transaction will be submitted to the General Meeting of IMMOEAST AG for decision pursuant to section 103 para 2 of the Austrian Stock Corporation Act,*

*is herewith approved."*