

IMMOFINANZ IMMOBILIEN ANLAGEN AG

(incorporated as a stock corporation in the Republic of Austria)

PROSPECTUS SUPPLEMENT

dated 3 May 2006

to the Prospectus dated 23 December 2005

This supplement ("the Supplement") constitutes a prospectus supplement pursuant to Art 16 (1) of the Directive 2003/71/EC and sec 6 of the Austrian Capital Markets Act (*Kapitalmarktgesetz*) (the "Act") and is supplemental to, and should be read in conjunction with, the prospectus dated 23 December 2005 (the "Original Prospectus" and, together with this Supplement, the "Prospectus") relating to the public offering of up to 335,640,741 ordinary non-par value voting bearer shares (the "Offering") of IMMOFINANZ IMMOBILIEN ANLAGEN AG (the "Company" or "IMMOFINANZ") in Austria, the Czech Republic, Slovakia, Hungary and Germany.

This Supplement has been approved by the Austrian Finanzmarktaufsichtsbehörde (the "FMA") in its capacity as competent authority under the Act and has been filed with the Filing Office (*Meldestelle*) at Oesterreichische Kontrollbank Aktiengesellschaft in accordance with the Act.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Company or any third party to subscribe for, or purchase, any shares in IMMOFINANZ IMMOBILIEN ANLAGEN AG.

To the extent that there is any inconsistency between a) any statement in this Supplement or any statement incorporated by reference into the Original Prospectus by this Supplement and b) any other statement in or contemplated by reference in the Original Prospectus, the statements in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

IMMOFINANZ AG, represented by Karl Petrikovics and Norbert Gertner, members of the Executive Board, hereby declares that, having taken all reasonable care to ensure that this is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

PART 1: SUMMARY

The following summary shall replace the summary of the Original Prospectus (Part I, pages 9-20) of IMMOFINANZ IMMOBILIEN ANLAGEN AG dated 23 December 2005:

Summary of the Prospectus

The following summary should be read as an overview of this Prospectus, and any decision to invest in the Offer Shares should be based on consideration of the Prospectus as a whole, including the documents incorporated by reference and the risks of investing in the Offer Shares as set out in "Risk Factors". This summary is not complete and does not contain all the information that investors should consider in connection with any decision relating to the shares in Immofinanz.

Civil liability will attach to IMMOFINANZ AG or the Managers in respect of this Summary of the Prospectus, including the Summary of the Combined Offering, the Summary of Risk Factors and the Summary Financial Information included herein, but only if it is misleading, inaccurate or inconsistent when read together with other parts of this Prospectus.

Where a claim relating to the information contained in this Prospectus is brought before a court in a state of the European Economic Area, the plaintiff may, under the national legislation of the state where the claim is brought, be required to bear the costs of translating this Prospectus before the legal proceedings are initiated. In the event that such legal proceedings are initiated before a court in Austria, a German translation of the Prospectus may be required, and the costs thereof will have to be borne initially by the plaintiff investor, who will be reimbursed for such costs, or parts thereof, by the other party or parties to the proceedings only if the plaintiff investor is successful in such proceedings.

IMMOFINANZ

IMMOFINANZ AG is registered in the Companies Register of the Commercial Court Vienna under registration number 114425y. It is a stock company ("Aktiengesellschaft") under Austrian law, and has its headquarters at 1010 Vienna, Bankgasse 2, Austria.

The shares of IMMOFINANZ AG have been listed since 1996 on the Official Market of the Vienna Stock Exchange. The market capitalisation of the Company was EUR 2.9 billion as of 18 April 2006. The shares of IMMOFINANZ AG have been included since May 2003 in the MSCI World Index, and since July 2004 in the GPR 15 Real Time Index.

IMMOFINANZ AG is one of the largest publicly listed property companies in Continental Europe by market capitalisation (Source: EPRA Statistical Bulletin) and the parent company of the IMMOFINANZ group of companies. IMMOFINANZ owns and manages a diversified real property portfolio focused—beside its Austrian home market—on markets in Western Europe and Central and Eastern Europe ("CEE") comprising 1,854 properties in 21 countries with approximately 6.2 million m² lettable space as of 31 January 2006.

IMMOFINANZ's business is divided into three divisions, each with a specific regional focus: IMMOAUSTRIA, which invests in Austrian real properties; IMMOWEST, which has holdings primarily in Western Europe, in particular in Germany, Italy and Switzerland; and IMMOEAST, which invests in CEE countries, and whose principal holdings are in the Czech Republic, Hungary, Poland and Romania.

IMMOFINANZ's strategy

The principal elements of IMMOFINANZ's strategy are to:

Leverage IMMOFINANZ's strong positions in its core market to further diversify its portfolio. IMMOFINANZ plans to build on its market intelligence and its existing relationships with local partners in its core market, which comprises Austria, Germany, Italy, Switzerland, the Czech Republic, Hungary, Slovakia, Poland and Romania, to identify attractive investment targets that

will enable it to further build its portfolio. IMMOFINANZ aims to increase the non-Austrian portion of its portfolio to approximately 60% (in terms of lettable space) from 28% as of 31 January 2006.

Focus expansion into selected emerging property markets. IMMOFINANZ intends to focus on attractive target markets in Central and Eastern Europe, in particular by entering into Ukraine, Slovenia, Serbia and Croatia and by building on its existing investment portfolios in Russia and the Baltic States. IMMOFINANZ's strategy in entering new markets is to cooperate with established local partners or partners with which it has already cooperated in other CEE markets and that are already active in such new markets.

Adjust IMMOFINANZ's sectoral portfolio mix on a regional basis to diversify its risk/return profile. IMMOFINANZ plans to continue to steadily diversify its portfolio mix to achieve a balanced distribution of properties by usage types, location, age and degree of completion to create long-term stable values and minimise its exposure to market risks.

Competitive strengths

IMMOFINANZ believes its principal competitive strengths are:

Superior market knowledge in its core market. IMMOFINANZ has built a network of industry contacts and market know-how that often enable it to identify attractive investment targets before the properties have been put on the market. This market knowledge has enabled IMMOFINANZ to secure a number of significant properties at very attractive prices.

Advantages of size and access to resources. IMMOFINANZ believes that its large size, strong equity base and access to substantial debt resources provide it with a number of competitive advantages, including:

- An ability to enter into large-scale, high-value, complex acquisitions, such as the acquisitions of BUWOG and ESG;
- An ability to make expedited decisions to acquire properties without having to seek additional sources of financing;
- A prominent market position, which attracts a steady flow of investment opportunities;
- An ability to attract international retailers and commercial tenants who can accompany IMMOFINANZ's portfolio expansion; and
- An ability to bear the higher risks and share in the higher rewards associated with participating in the development stage of properties.

Track record of successfully entering new geographic and sectoral markets. IMMOFINANZ has a strong track record of successfully entering new geographic and sectoral markets, including building substantial portfolios in the Central European markets, aggressively entering the residential housing sector in Austria with the acquisitions of BUWOG and ESG, and expanding into the logistics sector. IMMOFINANZ believes that this track record will help it to expand its portfolio into new sectors in its core CEE markets and penetrate new geographic markets in Eastern Europe.

Balanced sectoral and geographic portfolio. The broad sectoral and geographic diversification of IMMOFINANZ's property portfolio helps to minimise the risks associated with investing only in a single geographic market or sector.

Highly experienced management team with longstanding industry experience. The members of the Company's management team have longstanding property experience in IMMOFINANZ's core market.

Recent developments

Investments

In February 2006, IMMOAUSTRIA acquired a fully let combined office and retail property in Vienna with approximately 15,600 m² of lettable space.

In March 2006, IMMOEAST further expanded its Romanian portfolio by acquiring the fully let Bucharest Corporate Center with a total lettable area of 14,400 m².

In April 2006, IMMOEAST acquired the Baneasa Airport Tower in Bucharest, an office building in the development stage with a total lettable area of 6,100 m² and the Prague Office Park, a fully let office building with approximately 6,300 m² of lettable space.

In April 2006, IMMOWEST acquired a hotel and office project in central Munich with a lettable space of 55,659 m² fully pre-let under long-term lease agreements. The property comprises three office buildings, a hotel and a garage. This project constitutes IMMOFINANZ's largest investment in Western Europe to date with investment costs of approximately EUR 200 million over the next two years. Construction is scheduled to start in the fourth quarter of 2006.

Capital Increase

Beginning on 24 April 2006, IMMOFINANZ AG offered up to 111,880,249 new shares, representing an increase of up to 33.3% of its existing share capital of EUR 348,456,633.52. The equity offering is being conducted as an at-market rights offering via (i) a public offering to retail and institutional investors in the Republic of Austria, the Czech Republic and Germany and (ii) a private placement to selected institutional investors outside the United States in compliance with Regulation S under the Securities Act. **There will be no public offering in Slovakia.**

The new shares will be offered until 16 May 2006, 18.00 Vienna time. The offering may be terminated at any time without cause. The maximum subscription and offer price has been set at EUR 9.00 per Offer Share. The subscription and offer price is expected to be announced via the electronic media on 17 May 2006 and published by short notice in the Amtsblatt zur Wiener Zeitung (the Austrian official gazette) on 18 May 2006.

Based on an assumed subscription and offer price of EUR 8.58 per share, representing the closing price of the existing shares on the Vienna Stock Exchange on 18 April 2006, IMMOFINANZ AG expects the net proceeds of the offering to be EUR 909.4 million, if all new shares are issued after deducting capital contribution tax, estimated underwriting commissions and offering expenses payable by IMMOFINANZ AG. IMMOFINANZ AG intends to use the net proceeds from the offering—together with external debt—to (i) finance the exercise of its subscription rights in connection with the intended capital increase of IMMOEAST (ii) finance a further expansion of IMMOWEST's portfolio and (iii) strengthen IMMOFINANZ's capital base for its existing business.

The Offer Shares, like the Existing Shares, are entitled to dividends as of 1 May 2005. IMMOFINANZ AG has historically not paid dividends and does not intend to pay dividends for the current business year. Holders of Shares are entitled to exercise one vote per Share.

The Existing Bearer Shares are listed on the Vienna Stock Exchange and are traded on the trading system XETRA. Realtime prices can be retrieved through the Reuters Symbols IMFI VI as well as the Bloomberg Ticker Symbol IIA AV. IMMOFINANZ AG has applied for listing of the Offer Shares on the Official Market (Amtlicher Handel) of the Vienna Stock Exchange and the Offer Shares are expected to be approved for listing and to trade in the Prime Market segment of the Vienna Stock Exchange on or about 18 May 2006.

Dividends payable by IMMOFINANZ AG are subject to Austrian withholding tax (currently at the rate of 25%). Reduced rates for withholding tax apply to certain non-residents of Austria entitled to such benefit under an applicable double taxation treaty.

Object of this Prospectus:

This Prospectus serves as the legal basis for the public offering of existing ordinary bearer shares in Slovakia.

Up to 335,640,741 ordinary bearer zero par shares in IMMOFINANZ AG which currently represent a portion of the share capital of approximately EUR 1.038 each. The shares are registered on the Official Market in the Prime Market Segment of the Vienna Stock Exchange and have the ISIN AT0000809058 (WKN 80905). Each zero par share carries one vote at the shareholders' meeting of the Company.

Summary of risk factors

Risks related to IMMOFINANZ's business:

- IMMOFINANZ may be unable to manage its expansion and the consequences of its rapid internal and external growth effectively.
- IMMOFINANZ will continue to depend on its ability to purchase commercial and residential property portfolios and properties compatible with its existing portfolio and investment strategy.
- Acquisitions of property portfolios by IMMOFINANZ could prove unsuccessful.
- Minority shareholdings in joint ventures and partnerships may prevent IMMOFINANZ from influencing important decisions with respect to some of its properties.
- The Company's management is not employed by the Company itself but renders its services on the basis of a management agreement between the Company and CONSTANTIA PRIVATBANK.
- IMMOFINANZ is exposed to risks from conflicts of interest with CONSTANTIA PRIVATBANK.
- IMMOFINANZ is exposed to tax risks.
- IMMOFINANZ's business may suffer if IMMOFINANZ does not have access to equity finance.
- Competition in the markets in which IMMOFINANZ operates may intensify in the future.
- IMMOFINANZ and/or CONSTANTIA PRIVATBANK may not be able to attract and retain sufficiently qualified personnel in the countries in which IMMOFINANZ operates.

Risks related to the geographic markets in which IMMOFINANZ operates

- IMMOFINANZ's business may be adversely affected by economic and other developments in the real property markets in which it operates.
- IMMOFINANZ faces risks due to the geographical concentration of its investments in Austria.
- Economic or political developments in Central and Eastern Europe could have a material adverse effect on IMMOFINANZ's business.
- The legal systems and procedural safeguards in many Central and Eastern European countries are not yet fully developed.

- IMMOFINANZ is exposed to the risk of changes in laws or regulations.
- IMMOFINANZ faces currency fluctuation risks relating to its operations outside the euro zone.
- IMMOFINANZ is exposed to legal risks arising from tenant protection regulation.

Risks related to the real property industry

IMMOFINANZ faces a number of general risks related to property investment, including

- leasing risks,
- valuation risks,
- location risks,
- maintenance risks,
- interest rate risks,
- indexation risks,
- risks due to the illiquidity of its investment portfolio,
- risks of environmental claims or natural disasters,
- risks related to acquisitions of real properties,
- risks associated with its investments in development projects.

Risks related to the Combined Offering and the Offer Shares

- The market price of the Shares is affected by fluctuations in the value of IMMOFINANZ's real property portfolio.
- The price of the Shares could prove to be volatile.
- The percentage holdings of shareholders who do not participate in the Combined Offering will be diluted.
- The Company's shareholders could suffer a total loss in the value of their shares in the event of the Company's insolvency.

Summary financial information

The financial data provided below has been derived from IMMOFINANZ's Consolidated Financial Statements included in the F-Pages of this Prospectus, which were prepared in accordance with IFRS. The selected unaudited financial information at and for the nine-month periods ended 31 January 2006 and 31 January 2005 was accounted for under the fair value model, whereas the selected audited financial information for the Business Years ended 30 April 2005, 30 April 2004 and 30 April 2003 was prepared under the cost model according to IAS 40.56. See "Management's discussion and analysis of results of operations and financial condition - Adoption of new accounting standards":

| Balance sheet | As of 31 January | | As of 30 April | | |
|--|---|---|----------------------------------|----------------------------------|----------------------------------|
| | 2006 (unaudited) ⁽¹⁾ | 2005 (unaudited) ⁽¹⁾ | 2005 (audited) ⁽²⁾ | 2004 (audited) ⁽²⁾ | 2003 (audited) ⁽²⁾ |
| in EUR million | | | | | |
| Property | 5,581.8 | | 3,481.6 | 1,631.0 | 1,159.6 |
| Non-current assets | 6,216.7 | | 3,821.8 | 1,859.7 | 1,351.5 |
| Current assets | 929.6 | | 479.4 | 268.1 | 231.6 |
| Equity | 3,254.1 | | 1,551.1 | 1,089.4 | 789.9 |
| Non-current liabilities | 3,180.5 | | 1,864.9 | 748.2 | 612.7 |
| Current liabilities | 711.7 | | 885.2 | 290.2 | 180.6 |
| Balance sheet total | 7,146.3 | | 4,301.3 | 2,127.8 | 1,583.1 |
| Income statement | For the nine months ended 31 January | | For the year ended 30 April | | |
| | 2006 (unaudited) ⁽¹⁾ | 2005 (unaudited, restated) ⁽¹⁾ | 2005 (audited) ⁽²⁾ | 2004 (audited) ⁽²⁾ | 2003 (audited) ⁽²⁾ |
| in EUR million | | | | | |
| Total revenues | 283.8 | 140.0 | 229.5 | 101.9 | 75.2 |
| EBIT ⁽³⁾ | 310.2 | 130.8 | 113.1 | 26.9 | 23.8 |
| Financial results | 0.6 | (6.0) | (23.0) | (10.8) | (9.5) |
| EBT ⁽³⁾ | 310.8 | 124.8 | 90.1 | 16.2 | 14.3 |
| Net profit | 235.1 | 85.8 | 57.9 | 13.6 | 12.4 |
| Basic earnings per share in EUR | 0.62 | 0.30 | 0.19 | 0.06 | 0.08 |
| Diluted earnings per share in EUR ⁽⁴⁾ | 0.60 | 0.29 | 0.19 | 0.06 | 0.08 |
| Cash flow statement | For the nine months ended 31 January | | For the year ended 30 April | | |
| | 2006 (unaudited) ⁽¹⁾ | 2005 (unaudited, restated) ⁽¹⁾ | 2005 (audited) ⁽²⁾ | 2004 (audited) ⁽²⁾ | 2003 (audited) ⁽²⁾ |
| in EUR million | | | | | |
| Gross cash flow | 91.9 | 46.9 | 77.4 | 50.6 | 50.6 |
| Cash flow from operating activities | (139.4) | 190.0 | 109.5 | 31.1 | 49.1 |
| Cash flow from investing activities | (679.0) | (308.0) | (651.6) | (438.2) | (266.3) |
| Cash flow from financing activities | 1,115.2 | 312.2 | 673.5 | 385.0 | 257.6 |

(1) Applying the fair value model according to IAS 40.

(2) Applying the cost value model according to IAS 40.

(3) EBIT refers to earnings before interest and taxes for the respective period, whereas EBT refers to earnings before taxes for the respective period. Neither EBIT nor EBT is recognised as a performance figure under IFRS and is not a substitute for the figures from IMMOFINANZ's income statement or statements of cash flows determined in accordance with IFRS. Furthermore, no standard definition exists for EBIT or EBT, which means that EBIT and EBT reported by other companies are not necessarily comparable to IMMOFINANZ's EBIT and EBT.

(4) In contrast to basic earnings per share, the numerator used to calculate diluted earnings per share includes profit or loss attributable to the equity holders of the parent company plus any after-tax effects recognised to profit or loss that result from instruments containing dilutive potential ordinary shares; the denominator used to calculate diluted earnings per share also includes the additional number of dilutive potential ordinary shares. Potential ordinary shares are understood to be financial instruments that contain an entitlement to ordinary shares.

PART 2: CHANGES TO THE ORIGINAL PROSPECTUS

The first two paragraphs on page 4 of the Original Prospectus are replaced by:

“The object of this Prospectus is the public offering of 335,640,741 ordinary bearer shares of IMMOFINANZ IMMOBILIEN ANLAGEN AG (hereinafter referred to as “IMMOFINANZ AG“ or the “Company“). The shares of the Company are traded in the Official Market (“Amtlicher Handel“) of the Vienna Stock Exchange and are to be publicly offered in Slovakia.

This Prospectus, including possible future amendments and additions, is intended to serve as a legal basis for the public offering of IMMOFINANZ AG shares in Slovakia. In this way, given market opportunities can be utilised and the Existing Shares of IMMOFINANZ AG can be offered outside of Austria.”

Part III. Chapter 20.9., page 99, is deleted.

Part IV Chapter 3.4 of the Original Prospectus is replaced by:

“This Prospectus, along with any possible future additions and insertions, shall serve as the legal basis for a public offering of ordinary bearer shares of IMMOFINANZ AG, registered at the Vienna Stock Exchange, in Slovakia. This would allow the Company to utilise current market opportunities and offer the shares of IMMOFINANZ AG outside of Austria.”

Part VII, Appendix B “Financial statements of Constantia Privatbank” is deleted.

The chapters of the Original Prospectus stated the left hand column of the table below shall be replaced by the chapters of the prospectus of IMMOFINANZ IMMOBILIEN ANLAGEN AG dated 20 April 2006 (which is incorporated into the Prospectus by reference) stated in the right hand column of the table below

| Text as included in the Prospectus dated 23 December 2005 | Replaced by text included in the prospectus dated 20 April 2006 |
|---|---|
| “Abbreviations” page 7 | Chapter 3.1 “Definitions”, pages 7-9 |
| Part II “Risk Factors” pages 21-30 | Chapter 5 “Risk factors” pages 21-32 |
| Part III, Chapter 3 “Selected financial information”, pages 33-35 | Chapter 6 “Selected financial information”, pages 33-34 |
| Part III, Chapter 5.2 “Investments” pages 38-49 Part III, Chapter 6.1. “Principal Activities”, pages 51-52 | Chapter 9 “Business Overview”, pages 70-93 |
| Part III, Chapter 6.2. “Principal Markets”, pages 53-57 | Chapter 8 “Industry overview”, pages 64-69 |
| Part III, Chapter 9. “Operating and Financial Review”, pages 66-70 Part III, Chapter 10. “Capital Resources”, pages 71-77 | Chapter 7. “Management’s discussion and analysis of results of operations and financial condition”, pages 35-63 |
| Part III, Chapter 14.2 “Administrative, Management and Supervisory bodies and Senior Management conflict of interests”, page 86 | Chapter “Conflict of interests”, page 103 |
| Part III, Chapter 17. “Employees”, page 90 | Chapter 10.7 “Employees”, pages 106-107 |

| Text as included in the Prospectus dated 23 December 2005 | Replaced by text included in the prospectus dated 20 April 2006 |
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| Part III, Chapter 18 "Major Shareholders", pages 91-92 | Chapter 10.8 "Major Shareholders", pages 107-108 |
| Part III, Chapter 19 "Related Party Transactions", pages 92-94 | Chapter 10.9 "Related party transactions", pages 108-109 |
| Part III, Chapters 20.1. -20.6., pages 94-98 | Chapter 3.3 "Presentation of financial information", page 10, F-Pages |
| Part III, Chapter 21.1 "Share Capital", pages 100-1005 | Chapter 10.12 "Share capital", page 109-113 |
| Part III, Chapter 24 "Documents on Display" | Chapter 10.15 "Documents on display", pages 120-121 |
| Part IV, Chapter 3.2 "Capitalisation and Indebtedness", page 114 | Chapter 10.18 "Capitalisation", page 121 |
| Part IV, Chapter 6.4, pages 123-124 | Chapter 11.9 "Market maker", page 132 |
| Part IV, Chapter 6.5 "Stabilisation", page 124 | Chapter "Stabilisation", page 131 |
| Part V "Additional Information for Property Investment", page 127- | Chapter 12 "Additional information for property companies", pages 142-143; Appendix C, pages C1- C40 |
| Part VII, Appendix A | Appendix B, pages B1- B41 |

The prospectus of IMMOFINANZ IMMOBILIEN ANLAGEN AG dated 20 April 2006 to which reference is made is available at the headquarters of the company, Bankgasse 2, 1010 Vienna.

Signature according to the Austrian Capital Market Act

In accordance with § 8 (1) of the Austrian Capital Market Act (“Kapitalmarktgesetz”)

IMMOFINANZ IMMOBILIEN ANLAGEN AG

signs as Issuer.

Mag. Norbert Gertner e.h.

MMag. Dr. Karl Petrikovics e.h.