

conwert Immobilien Invest SE

EANS-General Meeting: conwert Immobilien Invest SE
Invitation to the General
Meeting

18.03.2010 - 08:42 Uhr, conwert Immobilien Invest SE

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SUMMARY

TRANSLATION OF THE ORIGINAL GERMAN LANGUAGE INVITATION.

THIS TRANSLATION IS FOR INFORMATION PURPOSES ONLY.

conwert Immobilien Invest SE
Vienna, registered under FN 212163 f of the Commercial Court Vienna
(the "Company")

Invitation to the

9th Annual General Meeting

of the shareholders of conwert Immobilien Invest SE

taking place on 15 April 2010 at 10.00 a.m., Vienna time
at the "Great Hall" at the Company's head office
1080 Vienna, Albertgasse 35

with the following

Agenda: 1. Presentation of the approved annual
financial statements as of 31 December 2009 according to the Austrian Commercial Code
(UGB) including notes and management report, the Corporate Governance Report, the
consolidated financial statements as of 31 December 2009 according to IFRS
including notes and management report, the proposal for the appropriation of
accumulated profit of the Executive Board in accordance with § 41 para. 1 of the
Austrian Societas Europaea Act (SE Act, SEG) and the report of the Administrative Board
in accordance with § 41 para 2 and 3 of the SE Act, as well as the presentation of the
annual report of the Administrative Board pursuant to § 58 of the SE Act.

2. Resolution on the appropriation of accumulated profit of the financial year 2009.

3. Resolution on the discharge of the members of the Administrative Board for the
financial year 2009.

4. Resolution on the discharge of the members of the Executive Board for the
financial year 2009.

5. Appointment of the auditor of the annual financial statements according to UGB and
the consolidated financial statements according to IFRS for the financial year 2010.

6. Election of Administrative Board members.

7. Resolution on the authorisation of the Administrative Board in accordance with § 174
para. 2 of the Austrian Stock Corporation Act (AktG) to issue, within five years from
the adoption of the resolution, hence until 15 April 2015, convertible bonds (convertible
bonds 2010), which are associated with conversion or subscription rights to up to
12,803,890 ordinary bearer shares of the Company with a share of up to
EUR 128,038,900.00 in share capital, in one or several tranches, and to determine
all further conditions of the convertible bonds as well as the issue and conversion
procedures of the convertible bonds; further, resolution on the exclusion of shareholders'
subscription rights in accordance with § 174 para. 4 AktG in conjunction with § 153 AktG
in case of the issue of convertible bonds according to the above-mentioned
authorisation.

8. Resolution on the conditional increase of share capital by up to EUR 128,038,900.00 by issuing up 12,803,890 new ordinary bearer shares of the Company to grant conversion or subscription rights to the creditors of the convertible bonds 2010 (conditional capital III.) and the corresponding amendment to the articles of association in § 4 (Share capital and Shares) by adding a new paragraph (7).

Provision of information (§ 106 (4) AktG):

In accordance with Art 53 of the SE Regulation (SE-VO) in conjunction with § 108 para. 3 AktG the following documents will be available to shareholders for inspection from the 21st day prior to the Annual General Meeting, hence 25 March 2010, at the headquarters of the Company, A-1080 Vienna, Albertgasse 35, during the office hours of the company, Monday to Thursday (working days) from 9:00 until 18:00, and Friday (working day) from 9:00 until 15:00, Vienna time:

- Annual financial statements as of 31 December 2009 in accordance with the Austrian Commercial Code (UGB), including notes and management report;
 - Corporate Governance Report;
 - Consolidated financial statements as of 31 December 2009 in accordance with IFRS, including notes and management report;
 - Proposal for the appropriation of accumulated profit by the Executive Board in accordance with § 41 para. 1 SE Act;
 - Report of the Administrative Board in accordance with § 41 para. 2 and 3 SE Act;
 - Annual report of the Administrative Board in accordance with § 58 SE Act;
 - Draft resolutions on agenda items 1 to 8;
 - Statements in accordance with § 87 para. 2 AktG by the candidates in accordance with agenda item 6;
 - CVs of the candidates in relation with agenda item 6;
 - Wording of the proposed amendment to the articles of association in agenda item 8. (conditional capital III.);
 - Written report of the Administrative Board in accordance with § 174 para. 4 in conjunction with § 153 para. 4 AktG on the exclusion of subscription rights within the authorisation to be adopted in accordance with § 174 para. 2 AktG in the context of agenda item 7.

This information and these documents as well as

- the convening notice and
- the forms for granting and revoking a power of attorney in accordance with § 114 AktG will be available in accordance with § 53 SE-VO in conjunction with § 108 para. 4 AktG on the website of the Company at www.conwert.at from the 21st day prior to the Annual General Meeting, hence from 25 March 2010.

More information regarding shareholders' rights in accordance with § 62 para. 1 SEG in conjunction with § 109 AktG and Art 53 SE-VO in conjunction with §§ 110 and 118 AktG will be made available immediately on the Company's website at www.conwert.at.

Rights of shareholders (§ 106 Z 5 AktG):

a) Request of agenda items by shareholders

In accordance with § 62 para. 1 SEG in conjunction with § 109 AktG, shareholders whose combined shareholdings equal five percent of the share capital may request in writing that items be put on the agenda of the Annual General Meeting and published. Each agenda item has to be accompanied by a draft resolution and a justification. The shareholders must have held shares for at least three months prior to filing the request. In case of bearer shares held in deposits, a deposit confirmation in accordance with § 10a AktG shall be demonstrated. The request of the shareholders must be signed by the shareholders filing the request and submitted to the Company by the 21st day prior to the Annual General Meeting, hence by 25 March 2010, at the address conwert Immobilien Invest SE, A-1080 Vienna, Albertgasse 35, Attn. Mr. Wolfgang Tutsch.

b) Draft resolutions by shareholders

In accordance with Art 53 SE-VO in conjunction with § 110 AktG shareholders whose combined shareholdings equal one percent of the share capital may submit, in text form or written form, proposals for resolutions to each agenda item and demand that these proposals, together with the names of the respective shareholders, a justification and, if applicable, a statement by the Executive Board or the Administrative Board are made accessible on the website of the Company. In the case of a proposal regarding the election of an Administrative Board member the justification shall be replaced with a statement of the person proposed in accordance with Art 9 para. 1 lit c (ii) SE-VO in conjunction with § 87 para. 2 AktG. The draft resolution, but not the justification for it, must be presented in German.

The request shall be considered if it is received by the Company by the seventh working day prior to the Annual General Meeting, hence by 6 April 2010, at the address conwert Immobilien Invest SE, A-1080 Vienna, Albertgasse 35, Attn. Mr. Wolfgang Tutsch, or per fax, +43/(0)1/ 521 45 - 333.

c) Right of information

In accordance with Art 53 SE-VO in conjunction with § 118 AktG each shareholder shall, upon request, be informed about the Company's activities as far as they are necessary for a proper assessment of an agenda item. The right of information also extends to the legal and business relationships of the Company with affiliated companies. If the consolidated financial statements and group management report are presented at the Annual General Meeting of a parent company (§ 244 UGB), the right of information also extends to the position of the group and companies included in the consolidated financial statements. Information may be refused if, based on reasonable commercial judgement, it could cause a substantial disadvantage for the company or an affiliated company, or if providing such information constitutes an offence. Information may also be refused as far as it was available, without interruption, on the website of the Company in the form of question and answer for a period of at least seven days prior to the beginning of the Annual General Meeting.

Questions which require longer preparation should be submitted to the Company in time before the Annual General Meeting in order to ensure an efficient session. Such questions should be sent to the address A-1080 Vienna, Albertgasse 35, Attn. Mr. Wolfgang Tutsch.

d) Other items

Shareholders' rights which are subject to holding shares during a certain period of time may only be exercised if a deposit confirmation is provided as proof of shareholder status in the relevant period in accordance with § 10a AktG.

Right to participate and record date (§ 106 Z 6 and 7 AktG):

In accordance with Art 53 SE-VO in conjunction with § 111 para. 1 AktG the right to participate in the Annual General Meeting and to exercise the rights which are to be exercised at the Annual General Meeting is conditional on the shareholdings at the end of the tenth day prior to the Annual General Meeting (record date), hence on

5 April 2010, 24:00.

Only persons who are shareholders on this record date and provide evidence of it are entitled to participate in the Annual General Meeting.

A deposit confirmation according to § 10a AktG is sufficient as evidence of shareholdings on the record date in the case of bearer shares deposited in a securities account. This confirmation must be submitted to the Company at the latest on the third working day prior to the Annual General Meeting, hence on 12 April 2010, and may not be older than seven days at the time it is provided to the Company. The deposit confirmation must be issued by a bank where the shares are deposited and which is domiciled in a member state of the European Economic Area or a full member state of the OECD and must contain the information stipulated by § 10a para. 2 AktG. Text form is sufficient for the deposit confirmation. Deposit confirmations are accepted in German and English.

For bearer shares that are not deposited in a securities account, a written confirmation by a notary public, which must be received by the Company at the latest on the third working day prior to the Annual General Meeting, hence 12 April 2010, shall suffice.

The confirmations must be submitted by means of SWIFT, GIBAATWGGMS (Message Type MT598, ISIN AT0000697750, please indicate in the text), per post to conwert Immobilien Invest SE, A-1080 Vienna, Albertgasse 35, or per fax, +43/(0)1/ 521 45 - 333, Attn. Mr Wolfgang Tutsch.

Representation by proxy (§ 106 Z 8 AktG):

All shareholders entitled to participate in the Annual General Meeting have the right to appoint a natural or legal person as a representative (proxy) who attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents. The Company itself or a member of the Administrative Board or the Executive Board may only exercise the voting right as a proxy insofar as the shareholder has given a specific instruction regarding the exercise of the voting right regarding the individual agenda items. The power of attorney (proxy) must be granted to a specific person. The power of attorney must be granted at least in text form in accordance with § 13 para. 2 AktG; revoking the power of attorney also requires text form. It is mandatory to use the form for granting or revoking the power of attorney provided on the Company's website at www.conwert.at. This form also offers the option of granting a limited power of attorney. The power of attorney or its revocation must be submitted to and kept by the Company. We kindly ask to present the power of attorney or its revocation either at the registration of the Annual General Meeting or to send it in advance per post to conwert Immobilien Invest SE, A-1080 Vienna, Albertgasse 35, or per fax, +43/(0)1/ 521 45 - 333, Attn. Wolfgang Tutsch. In case of the latter two forms of communication (per post or fax), the power of attorney or its revocation must be received by the Company by 14 April 2010, 17:00, Vienna time.

If a shareholder has granted his depository bank a power of attorney, it shall suffice if this bank, in addition to the deposit confirmation, declares in a statement that it has been granted power of attorney. In accordance with § 262 para. 20 AktG and § 20 para. 4 of the articles of association, the Company currently does not accept statements in accordance with § 114 para 1 fourth sentence AktG via an international, highly secured communications network of credit institutions (SWIFT). Such statements may therefore be submitted per post only to conwert Immobilien Invest SE, A-1080 Vienna, Albertgasse 35, or per fax, +43/(0)1/ 521 45 - 333, Attn. Mr. Wolfgang Tutsch.

In addition, the company provides, as a service for its shareholders, the option that shareholders who are entitled to participate, but are unable or do not wish to personally attend the Annual General Meeting, have their voting rights exercised by Mr. Armin Dallmann, a partner at the law firm CMS Reich-Rohrwig Hainz Rechtsanwälte GmbH, or a representative authorised by Mr. Armin Dallmann. It is not mandatory that shareholders who wish to grant a power of attorney to a representative appoint Mr. Armin Dallmann as their representative. If shareholders wish to give a power of attorney to Mr. Armin Dallmann as their representative, the following procedures must be complied with: The shareholder submits the filled-in form, made out to Mr. Armin Dallmann and signed (see above) to Dr Armin Dallmann pA CMS Reich-Rohrwig Hainz Rechtsanwälte GmbH, A-1010 Vienna, Ebendorferstraße 3, fax: +43 1 40443 91150, E-Mail: armin.dallmann@cms-rrh.com, in time so that the power of attorney arrives there by 12 April 2010, 12:00 noon, Vienna time, at the latest. The power of attorney given to Mr. Armin Dallmann is only effective if it authorises Mr. Armin Dallmann to delegate authority within the powers of attorney. The shareholder may instruct Mr. Armin Dallmann as to how to exercise the voting rights. Without instruction, Mr. Armin Dallmann will vote at his own discretion.

It is pointed out to the shareholders that they also have to meet the requirements to participate in an Annual General Meeting as described under "Right to participate and record date (§ 106 Z 6 and 7 AktG)" when they give a power of attorney to a representative.

Total number of shares and voting rights at the time the Annual General Meeting was convened (§ 106 (9) AktG, § 83 para. 2 (1) Stock Exchange Act (BörseG)):

At the time the Annual General Meeting was convened the share capital of the Company amounted to EUR 853,592,730.00 and is split into 85,359,273 no-par shares, each of which has an equal share in the share capital. Each no-par share grants the right to one vote at the Annual General Meeting. As of 16 March 2010, close of trading at the Vienna Stock Exchange the Company owned 5,869,008 treasury shares, which do not grant voting rights so that currently 79,490,265 voting rights exist taking into account these treasury shares.

In order to ensure smooth registration procedures shareholders are requested to arrive at the location of the Annual General Meeting in time before its beginning. The Company reserves the right to check the identity of persons attending the Annual General Meeting. Should it not be possible to determine the identity of a person, admission may be refused. We therefore ask

participants to bring an official identity document (e.g. passport, driver's license) to the meeting. Shareholders will be admitted to collect voting cards starting at 9:00 a.m., Vienna time.

Vienna, March 2010
announcement

The Administrative Board end of
euro adhoc

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inquiry note:

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