

**ECO Business-Immobilien AG**  
Vienna, company number 241364 y  
(the "Company")

**Invitation**

to the

**7<sup>th</sup> Annual General Meeting  
of ECO Business-Immobilien AG**

to be held at

10.00 a.m. CET, 13 April 2010

at the Säulenhalle of the Vienna Stock Exchange  
Wallnerstrasse 8, 1010 Vienna

with the following

**Agenda**

1. Submission and consideration of the adopted individual annual financial statements in accordance with the *Unternehmensgesetzbuch* ([UGB] Austrian Business Code [ABC]) for the year ended 31 December 2009, and individual notes thereto, operational review and corporate governance report, as well as of the IFRS 2009 consolidated financial statements for the year ended 31 December 2009, consolidated notes thereto and operational review, and of the Management Board's dividend recommendation, and the report of the Supervisory Board pursuant to section 96 *Aktiengesetz* ([AktG] Companies Act).
2. Resolution regarding the application of the profit for the period reported in the 2009 annual financial statements.
3. Resolution on the discharge of the Management Board for the 2009 financial year.
4. Resolution on the discharge of the Supervisory Board for the 2009 financial year.
5. Appointment of the auditors of the ABC individual annual financial statements and the IFRS consolidated annual financial statements for the 2010 financial year.
6. Supervisory Board elections.

### **Provision of information (section 106[4] Companies Act):**

The following documents are available for inspection by shareholders pursuant to section 108(3) Companies Act from the 21<sup>st</sup> day before the Annual General Meeting, i.e. 23 March 2010, at the Company's registered office located at Opernring 1, 1010 Vienna, during the Company's usual business hours:

- 2009 individual annual financial statements in accordance with the ABC, notes thereto and operational review;
- Corporate governance report;
- 2009 IFRS consolidated financial statements, notes thereto and operational review;
- The Management Board's dividend recommendation;
- The Supervisory Board's report pursuant to section 96 Companies Act;
- Resolutions pursuant to section 108(1) Companies Act regarding agenda items 1-6;
- Candidate declarations pursuant to section 87(2) Companies Act regarding agenda item 6;
- Candidate curricula vitae in connection with agenda item 6.

The above information and documents and

- this convocation pursuant to 106 Companies Act and
- the forms for granting and revoking proxies under section 114 Companies Act

will be posted on the Company's website at [www.eco-immo.at](http://www.eco-immo.at) from the 21<sup>st</sup> day before the Annual General Meeting, i.e. 23 March 2010, in accordance with section 108(4) Companies Act.

Additional information regarding shareholder rights under sections 109, 110 and 118 Companies Act will be made available immediately on the Company's website at [www.eco-immo.at](http://www.eco-immo.at).

### **Notice concerning shareholders' rights (section 106[5] Companies Act)**

#### a) Submission of agenda items by shareholders

Under section 109 Companies Act, shareholders whose holdings represent a combined total of five per cent (5%) of the Company's share capital may require, in writing and signed, the inclusion and announcement of General Meeting agenda items. Each submitted agenda item must be accompanied by a draft resolution and a justification thereof. Shareholders wishing to table resolutions must have held their shares for at least three months. In the case of bearers of deposited shares, this must be evidenced by a deposit certificate in accordance with section 10a Companies Act. The shareholder

request must be signed by the submitters and received by the Company by the 21<sup>st</sup> day before the Annual General Meeting, i.e. 23 March 2010, at the address of ECO Business-Immobilien AG, Opernring 1, 1010 Vienna, for the attention of Alexandra Hönigsperger.

b) Draft shareholder resolutions

Under section 110 Companies Act, shareholders whose holdings represent a combined total of one per cent (1%) of the Company's share capital may submit written draft resolutions to the Company regarding any item on the agenda and may require that these be posted on the Company's website together with the name of the shareholder concerned, the attached justification, and any statements made by the management or supervisory boards. In the case of nominations to the Supervisory Board the justification is replaced by a statement by the nominee pursuant to section 87(2) Companies Act. The draft resolution, but not its justification must always be submitted in German in addition to any other language.

Requests for the inclusion of agenda items will be taken into consideration if received by the Company by the seventh business day before the Annual General Meeting, i.e. 1 April 2010, at the address of ECO Business-Immobilien AG, Opernring 1, 1010 Vienna, for the attention of Alexandra Hönigsperger, or by fax to +43 (0)1 58088 ext. 88.

c) Right of information

Under section 118 Companies Act, every shareholder has the right to request information regarding Company matters at the General Meeting, provided that such information is necessary for the proper assessment of agenda items. The obligation to provide information extends to legal and business relationships between the Company and a related entity. If the consolidated financial statements and operational review of a parent company (section 244 ABC) are submitted for consideration by the General Meeting, the obligation to provide information extends to the condition of the group and the consolidated subsidiaries. Information may be denied if, according to the reasonable commercial judgment, it could cause significant harm to the Company or an Group company or the provision of such information would be unlawful. Information may also be denied if it has been posted on the Company's website in question and answer form for a minimum of seven days continuously before commencement of the General Meeting.

In the interests of efficient meetings, questions the answers to which require extended preparation should be submitted in writing to the Company well in advance of the General Meeting, to Opernring 1, 1010 Vienna, for the attention of Alexandra Hönigsperger.

d) Miscellaneous

Shareholder rights which are bound to shareholdings for a certain period may only be exercised if evidence thereof during the period in question is furnished by means of a deposit certificate in the meaning of section 10a Companies Act.

Further information regarding shareholders' rights under sections 109, 110 and 118 Companies Act is posted on the Company's website at [www.eco-immo.at](http://www.eco-immo.at).

**Right of attendance and record date (sections 106[6–7] Companies Act):**

Under section 111(1) Companies Act, entitlement to attend the General Meeting and to exercise shareholders' rights at the General Meeting is conditional on shareholdings at the end of the tenth day before the day of the Annual General Meeting (record date), i.e. shareholdings at

**12.00 a.m. CET, 3 April 2010.**

Only shareholders capable of evidencing their shareholdings on the record date are entitled to attend a General Meeting.

In the case of bearer shares which are deposited in a securities account, the presentation of a deposit certificate in the meaning of section 10a Companies Act, which must be received by the Company by the third business day before the General Meeting, i.e. 8 April 2010, and must not be older than seven days at the time of presentation to the Company, is sufficient evidence of shareholding on the record date. The deposit certificate must refer to the record date. The deposit certificate must be issued by the depositary bank, which must be domiciled in a member state of the European Economic Area or in a full OECD member country, and must contain the information required by section 10a(2) Companies Act. It is sufficient for deposit certificates to be made in written form. Deposit certificates are accepted in both German and English.

For bearer shares which are not deposited in a securities account, written confirmation from a notary public is sufficient, provided that it is received by the Company by the third business day before the Annual General Meeting, i.e. 8 April 2010.

Certificates must be sent by SWIFT, GIBAATWGGMS (Message Type MT598, please enter ISIN AT0000617907 in the text field), by post to ECO Business-Immobilien AG, Opernring 1, 1010 Vienna, or by fax to +43 (0)1 58088 ext. 88, in each case for the attention of Alexandra Hönigsperger.

## **Representation by proxies (§106[8] Companies Act)**

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented. The Company itself or a member of the management or supervisory board may only exercise voting rights as a proxy holder if the shareholder in question has provided express instructions regarding the exercise of his/her voting rights in connection with the individual agenda items. The proxy must be granted to a specific individual. The proxy must be granted at least in writing, in accordance with section 13(2) Companies Act; revocations must also be at least in writing. When granting or revoking proxies, the form provided on the Company's website at [www.eco-immo.at](http://www.eco-immo.at) must be used; this can also be used for granting limited proxies. The proxy or revocation thereof must be sent to the Company and retained by it. It is requested that proxies or revocations thereof be presented upon registration when entering the Annual General Meeting, or sent in advance by post to ECO Business-Immobilien AG, Opernring 1, 1010 Vienna, or by fax to +43 (0)1 58088 ext. 88, in each case for the attention of Alexandra Hönigsperger. In the case of transmission by post or fax, proxies or revocations thereof must be received by the Company by 5.00 p.m. CET, 12 April 2010.

Under section 114(1) Companies Act, if the shareholder has granted a proxy to his/her depository bank, in addition to the deposit certificate it is sufficient for the bank to provide a declaration stating that it has been appointed as a proxy holder. In accordance with section 262(20) Companies Act, currently the Company does not accept any declarations under section 114(1) sentence 4 Companies Act via an international, specially secured bank communication network (SWIFT). Declarations may therefore only be sent by post to ECO Business-Immobilien AG, Opernring 1, 1010 Vienna, or by fax to +43 (0)1 58088 ext. 88, in each case for the attention of Alexandra Hönigsperger.

Shareholders' attention is drawn to the fact that, if they grant a proxy, they must nevertheless meet the eligibility requirements for attendance set out under "Right of attendance and record date (sections 106[6–7] Companies Act)" above.

## **Total number of shares and voting rights at the time of convocation (sections 106[9] Companies Act and 83[2][1] Börsegesetz [Stock Exchange Act]):**

At the time of convocation of the Annual General Meeting, the Company's share capital was EUR 341,000,000, divided into 34,100,000 no par shares, each representing an

equal portion of the share capital. Each share confers the right to one vote. The Company did not hold any of its own shares at the time of convocation of the General Meeting. To the Company's knowledge, the exercise of voting rights over 1,565,086 shares or 4.59% of ECO Business-Immobilien AG's share capital has been excluded by contract, resulting in 32,534,914 voting rights' currently being subject to exercise.

To ensure smooth admission to the General Meeting, shareholders are requested to arrive at the venue on time before commencement of the Meeting. The Company reserves the right to confirm the identities of any individuals attending the Meeting. Should it not be possible to confirm the identity of an individual, admission to the Meeting may be denied. Attendees are therefore requested to bring an official identification document (e.g. passport or driver's licence) for the purpose of confirming their identities. Admission to obtain ballot forms commences at 9.00 a.m. CET.

16 March 2010

**The Management Board**