

# Organisational Guideline No.: IV-Risk Management-005-12

## Group Rules of Responsibility and Authority

**To:** all staff members of IMMOFINANZ

**Valid from:** March 22, 2021, version 12.0

**Modification:** Resolution of the Executive Board of April 12, 2010, version 1.0  
Resolution of the Executive Board of September 12, 2011, version 2.0  
Resolution of the Executive Board of December 22, 2014, version 3.0  
Resolution of the Executive Board of June 15, 2015, version 4.0  
Resolution of the Executive Board of December 11, 2015, version 5.0  
Resolution of the Executive Board of April 21, 2016, version 6.0  
Resolution of the Executive Board of May 20, 2016, version 7.0  
Resolution of the Executive Board of July 29, 2016, version 8.0  
Resolution of the Executive Board of July 19, 2017, version 9.0  
Resolution of the Executive Board of March 22, 2019, version 10.0  
Resolution of the Executive Board of September 02, 2019, version 11.0  
Resolution of the Executive Board of March 22, 2021, version 12.0

**Prepared by:** Risk Management

### General

This Guideline of Group Rules of Responsibility and Authority applies to entities controlled by IMMOFINANZ and affiliates and defines minimum requirements for competence limits and approval limits. Derogations require the prior written approval of the Executive Board.

The rules of procedure for the Executive Board as amended are neither covered nor affected hereby.

### Matrix: Group Rules of Responsibility and Authority, Exhibit 1

This matrix describes the required **internal** approvals for the business cases defined therein and constitutes the minimum requirement for all IMMOFINANZ companies. The position of managing director and director's actions vis-à-vis third parties is not covered within the matrix. For more details see section "Managing Director Positions – Group".

The rules are to be followed by all staff members. The principle of segregation of duties between operational and support departments shall be consistently applied.

All transactions that go beyond the ordinary course of business shall require prior written approval from the Executive Board.

The implementation of the Group Rules into the company's ERP system will be covered by a separate manual.

### Managing Director Positions - Group

The following matrix provides for a structure of Managing Director positions at IMMOFINANZ companies based on their category and defined quantitative criteria.

The matrix serves as a benchmark for determining the positions of Managing Director. Different contractual agreements (e.g. joint venture agreements or external management agreements) have to be reviewed but will remain unaffected if a modification appears to be unfeasible or unreasonable. Similarly, local statutory regulations have to be taken into account, while application of the principle of the segregation of duties shall be ensured as far as possible.

MANAGING DIRECTOR POSITIONS – Matrix <sup>1)</sup>			
	Name of category	Criteria	Managing director
<b>A</b>	Major holding companies	Balance sheet total more than EUR 50 m	Executive Board IFAG
<b>B</b>	Small to medium-size holding companies	Balance sheet total less than EUR 50 m	Head of Group Controlling + Head of Legal
<b>C</b>	IMMOFINANZ Service companies (ISG)/ Country Holdings	No limit	Country Manager Operations + Country Manager Finance + Two Board Members
<b>D</b>	Property companies (developments + standing investments)	No limit	Country Manager Operations + Country Manager Finance <sup>2)</sup> OR Controller + Asset Manager or Development Manager OR Legal Counsel + Asset Manager

1) At the time of the approval of the guideline (version 10.0, March 22, 2019), any existing derogation in managing director positions of IMMOFINANZ companies is considered as approved. In the future, managing director positions must be assigned according to the matrix above. Exceptions will require a prior written approval of the Executive Board.

2) For every country with a local Country Management Board

### Management and representation of companies

An Authorized Representative of a company shall represent the company jointly with a second Managing Director exclusively in case that one of the Managing Directors is absent. However, the principle of segregation of duties must be adhered to.

### Co-operation within the management

The members of the Management shall exercise the due diligence and care of a prudent and conscientious businessman when carrying out their work. When acting in their roles as Managing Directors within IMMOFINANZ they shall execute their tasks in compliance with the defined processes and guidelines, and co-operate with the relevant departments which define these framework conditions, standards, rules and concepts in collaboration with the Executive Board. Notwithstanding the assignment of competences, they shall manage the companies with overall

responsibility according to the business objective and in compliance with local statutory provisions. In the case of directives issued by the Group which are unlawful under local statutory provisions, they have the right to resign as Managing Directors. They have the duty to inform the Executive Board of the unlawfulness.

**Group Rules of Responsibility and Authority at Immofinanz**

TYPE 1: VALUE INDEPENDENT	PROCESS OWNER	TEMPLATE	SYSTEM	APPROVAL BY	
<b>1.1</b> Deviations from annual HR plan: salary increases, change in positions (FTEs) etc. if within approved annual budget by cost center	Group Human Resources	Template: Group Human Resources		Group HR (HO) + responsible Board Member, if Country-level: BU Managers + Group Controlling (HO)	
<b>1.2</b> Budget shift within annual budget between cost center and/or property			ERP	Releasing- + Receiving Owner + Group Controlling (HO)	
<b>1.3</b> Increase of cost center exceeding group budget and HR budget (incl. special bonuses or payments for target overachievement) or FTE overrun	Group Controlling	Template: Budget Increase & procurement		Entire Executive Board	
<b>1.4</b> Group budget (annual)		Written Approval			
<b>1.5</b> Consolidated financial statements (quarter, half-year, annual)	Group Finance	Written Approval			
<b>1.6</b> Conclusion of master cover policies for property insurances, group insurances and other insurance policies or changes to their lines of business, program structure, scope of coverage or limits of indemnification		Written Approval			
<b>1.7</b> Establishment, merger, liquidation of companies AND / OR Intragroup restructuring (share or asset sale, merger, demerger, transformation and reorganization)	Group Business Support	Template: Restructuring			
<b>1.8</b> Granting of loans to joint venture companies or associates		Written Approval			
<b>1.9</b> Asset based debt financing and/or derivatives with external financing partner incl. required collateral agreements (new contracts)	Group M&A and Capital Markets	Written Approval			
<b>1.10</b> Equity - and corporate finance transactions except asset based debt financing (interest, dividend and coupon payments signed off by M&A and CFO)		Written Approval			
<b>1.11</b> Sale or acquisition of properties/companies/shares (incl. issuance of letters of comfort and guarantees against external parties)	Group Transactions	Template(s): Transaction Acquisition OR Transaction Sales			
<b>1.12</b> Change of Group guidelines	Group Risk Management	Template: Group Guidelines			
<b>1.13</b> Sponsoring, donations, subsidies, aids/grants Any case to be documented by CLAC and reported to Executive Board	Corporate Legal Affairs & Compliance (CLAC)	Sponsoring & Donations			2 Executive Board Members

Group Rules of Responsibility and Authority at Immofinanz

TYPE 2: VALUE LIMITED APPROVALS	PROCESS OWNER	TEMPLATE	SYSTEM	to EUR 10,000	to EUR 50,000	to EUR 250,000	to EUR 1,000,000	unlimited
2.1 Development cost-related contracts/agreements/orders	Group Development Office / Retail	ERP		Project Manager + Controller		Project Manager + Controller + Steering Group Lead	Project Manager + Controller + Group Development Office / Retail (HO)	first approver + 2 Executive Board Members
2.2 Project cost-related contracts/agreements/orders (excl. developments)	Group Controlling	ERP					Project Manager + Controller + Group Controlling (HO)	
2.4 Standard cost center-related contracts/agreements/orders		ERP		Cost Center Owner + Controller			Cost Center Owner + Controller + Group Controlling (HO)	
2.5 Property-related contracts/agreements/orders	Business Unit Office or Retail	ERP		Property Owner + Controller		Property Owner + Controller + Country Manager Operations	Property Owner + Controller + Business Unit (HO)	
2.6 Lease agreements		Tenant Approval Sheet (TAS)						
2.7 Repayments of tenants' deposits and general repayments (i.e. credit notes to tenants)		Process Cloud		Property Owner + Controller	Property Owner + Controller + Country Manager Operations			
2.8 Rent reductions (Note: Thresholds indicate the cumulative loss of revenue on tenant basis over the proposed rent reduction period)		Rent Reduction Approval Sheet (RRAS)				Country Manager Operations + Business Unit (HO)	Country Manager Operations + COO	
2.9 Drawing of guarantees (rental guarantees, general contractor)		Written Approval		Country Manager Operations				
2.10 Direct award of contracts as exception to group procurement process	Group Procurement	Template: Budget Increase & procurement		Cost Center- or Property Owner + Controller	Cost Center- or Property Owner + Controller + CMO (country), HO Department (HQ)	Cost Center- or Property Owner + Controller + Business Unit (HO), HO Department (HQ)		
2.11 Bank account transfers; the release is required for payments on bank accounts where third parties (e.g. Property Manager) are authorized or into their sphere	Group Cash Management	Process Cloud		Property Owner + Controller	Property Owner + Controller + Country Manager Finance		Property Owner + Controller + Group Controlling (HO)	
2.12 Tax payments and Fees (specification see Exhibit 2)	Group Tax	ERP		Tax Manager + Controller		Tax Manager + Controller + Group Tax (HO)	Tax Manager + Controller + Group Finance (HO)	
2.13 Establishment of new membership (limit = annual fee)	Corporate Legal Affairs & Compliance (CLAC)	Written Approval		One Board Member	2 Executive Board Members			

Typ e	Security	Investments	Limit
TAS	Yes	Total investments ≥ Budget deviation	→ Total investments
	No	Total investments < Budget deviation	→ Budget deviation of RoAM
			→ Invoiced rental income

**TAX**

The Tax Department is responsible for examining all tax payments collected by the tax office and processed by internal/external tax consultants.

Corporate Income Tax	Körperschaftsteuer
Income Tax	Einkommensteuer
Withholding Tax	Quellensteuer
Business / Trade Tax	Gewerbesteuer, Gemeindesteuer
Innovation Tax	Innovationssteuer (Ungarn)
Value Added Tax (VAT)	Umsatzsteuer
related Penalties	mit den oben angeführten Steuern/ Abgaben verbundene Strafzuschläge (z.B. Säumniszuschlag, Anspruchszinsen)

**LEGAL**

The Legal Department is responsible for examining all taxes and fees, which are levied by a (commercial) court and / or processed by notaries and/or lawyers/attorneys.

Stamp Duties	Rechtsgeschäftsgebühren (wird zwar vom Finanzamt eingehoben, aber i.d.R. vom Rechtsanwalt/Notar abgewickelt)
Real Estate Transfer Tax (RETT)	Grunderwerbsteuer
Court fees	Gerichtsgebühren

**ASSET MANAGEMENT (in the course of property costs as a separate business case)**

Those taxes which are budgeted and will be passed on – in the form of operating costs – to external tenants should be examined by Asset Management (either as part of the check of the operating expenses statement).

Property / Building Tax	Grundsteuer, Gebäudesteuer
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**List of abbreviations:**

CEO	Chief Executive Officer
CFO	Chief Finance Officer
CLAC	Corporate Legal Affairs & Compliance
COO	Chief Operations Officer
ERP	Enterprise Ressource Planning
FTE	Full Time Equivalent
HO	Head of Department or Business unit
HQ	Head Quarter
HR	Human Ressources
M&A	Mergers & Acquisitions
RoAM	Return on Asset Management
RRAS	Rent Reduction Approval Sheet
TAS	Tenant Approval Sheet