Please note: This is a translation from German and a non-official version. For the legal relationship between the real estate management company and the investor only the german version is valid. The official version can be found at www. Realinvest.at

Version in accordance with the decision issued by the FMA dated 6/11/2014 with effect from 1/3/2015

Fund rules pursuant to *ImmoInvFG* (Real Estate Investment Funds Act) in conjunction with *AIFMG* (Alternative Investment Fund Managers Act) for real estate funds

REAL INVEST Austria, gilt-edged real estate fund

The fund rules for REAL INVEST Austria, a gilt-edged real estate fund (referred to below as "real estate fund") were approved by the Financial Market Authority (FMA).

The REAL INVEST Austria gilt-edged real estate fund is a real estate fund in accordance with the Real Estate Investment Funds Act (*Immobilieninvestmentfondsgesetz, ImmoInvFG*) in conjunction with the Alternative Investment Fund Managers Act (*Alternative Investment Fonds Manager Gesetz, AIFMG*).

The real estate fund is managed by Bank Austria Real Invest Immobilien-Kapitalanlage GmbH, Kapitalanlagegesellschaft für Immobilien (*KAG für Immobilien* - real estate investment fund management company) (referred to below as "real estate investment fund management company"), with a registered office in Vienna.

Article 1 Share certificates, shareholders

The real estate investment fund management company shall hold all fund assets as trust property in its own name but for the account of the shareholders.

Shares are represented by security-like share certificates (certificates) made out in the shareholder's name. They securitise the shareholders' rights vis-à-vis the real estate investment fund management company and the custodian bank.

Share certificates are represented in global certificates per class of share certificate only.

Article 2 Custodian bank (depositary)

UniCredit Bank Austria AG, with a registered office in Vienna, is the designated custodian bank for the real estate fund in accordance with the Real Estate Investment Funds Act, which is also the depositary in accordance with Alternative Investment Fund Managers Act (referred to as "depositary" or "custodian bank" below).

The custodian bank or other paying agencies specified in the prospectus including the "information for investors in accordance with Section 21 of the Alternative Investment Fund Managers Act" (referred to as "prospectus" below) are the paying agencies for share certificates.

Article 3 Investment instruments and investment principles

Only the following assets may be purchased and sold for the real estate fund in accordance with the Real Estate Investment Funds Act.

The acquisition of investment instruments is permitted uniformly for the entire real estate fund only, not for an individual class of share certificates or a group of classes of share certificates.

This real estate fund is appropriate for the investment of money held in trust.

Investment principles and investment objectives

REAL INVEST Austria is pursuing a conservative investment strategy aimed at sustainable returns.

Real estate investments shall be made in Austrian real estate only. Under the principle of the diversification of assets, investments are made in different regions and types of real estate, with an emphasis on properties used for residential and infrastructure purposes while taking into account the

development of the real estate markets within the framework of asset allocation.

Type of real estate (type of use):

- real estate used primarily for residential purposes;
- real estate used for social infrastructure purposes (such as preschools, daycare facilities, schools, university facilities, student housing, senior citizens' residences, nursing facilities, and medical treatment and medical care facilities);
- real estate used for infrastructure purposes (such as public safety facilities, utility, transport and administrative facilities) or real estate with infrastructure users;
- speciality market and shopping centres as well as local public amenities and facilities (such as supermarkets, shops, service enterprises, storefronts);
- office properties.

The minimum number of assets to be purchased for the real estate fund in accordance with Section 21 of the Real Estate Investment Fund Act is ten.

Under Section 21 of the Real Estate Investment Fund Act, the highest possible value of one individual such asset in relation to the total fund assets may not exceed 20 % of the value of the real estate fund at the time it is purchased.

The minimum number and the value limit in accordance with the above provisions shall not be mandatory for the real estate fund until four years after the establishment of the fund; fund fusion shall not be regarded as fund establishment.

Investment instruments

The following investment instruments are purchased or sold in accordance with the investment priorities for the fund assets described above.

Properties

The real estate fund may only invest in real estate whose acquisition is appropriate for the investment of money held in trust.

The following assets, located predominantly in urban regions and their surrounding areas, may be acquired in the Republic of Austria:

- 1. developed properties;
- properties under construction, if construction can be expected to be completed within a reasonable timeframe based on the circumstances, and if the expenses for the properties under construction, combined with the value of the properties already in the real estate fund, does not exceed 40 % of the value of the real estate fund in total, pursuant to this subparagraph;
- 3. undeveloped properties intended and appropriate for own development in the near future, if their value at the time of purchase, combined with the value of the undeveloped properties already in the real estate fund, does not exceed 30 % of the value of the real estate fund in total;
- 4. building rights, joint ownership and condominium property, taking into account the value limits referred to in subparagraphs 2 and 3.

Goods required to manage the assets of the real estate fund may be acquired as well.

The sale of properties shall be permitted only if the payment is not less than, or only insignificantly less than, the value calculated by the experts.

Real estate companies

The real estate investment fund management company may only acquire and possess holdings in real estate companies for the account of the real estate fund if the properties acquired are appropriate for the investment of money held in trust.

The value of all holdings (including any money due under a loan) in real estate companies in which the real estate investment fund management company holds a participating interest for the account of the real estate fund may not exceed 49 % of the value of the real estate fund. If the real estate investment fund management company does not have the controlling interest required to amend the articles of association of the real estate company, the value of the holdings may not exceed 20 % of the value of the real estate fund.

Liquid assets

The real estate investment fund management company may hold or acquire the following assets for the real estate fund to up to 49 % of the fund assets:

- 1. bank deposits in accordance with the provisions of Section 6(7) of the Real Estate Investment Fund Act;
- 2. units of a collective securities investment undertaking ("Anteile an Organismen zur gemeinsamen Veranlagung in Wertpapieren, OGAW) in accordance with the Investment Fund Act (Investmentfondsgesetz, InvFG 2011) or in alternative investment funds (Alternative Investmentfonds, AIF) in accordance with Section 163 of the 2011 Investment Fund Act ("special funds") which, pursuant to the funds provisions, may invest in the assets referred to in subparagraphs 1 and 3 directly or indirectly only, and comply with the provisions of Section 46(3) line 1 and line 2 of the 2011 Investment Fund Act;
- 3. securities according to Section 217 lines 1 to 4 of the Austrian General Civil Code (*Allgemeines Bürgerliches Gesetzbuch, ABGB*) with a respective remaining life to maturity of no more than three years;
- 4. securities according to Section 217 lines 1 to 5 of the Austrian General Civil Code admitted to official trading at a stock exchange in a member state of the European Union or a country which is a contracting party to the Agreement on the European Economic Area, unless these securities exceed an amount corresponding to 5 % of the fund assets in total.

The real estate investment fund management company must hold an amount of the fund assets of the real estate fund which corresponds to at least 10 % of the fund assets (without revenue) in liquid assets in accordance with subparagraphs 1 to 3.

This provision shall also be complied with if the real estate investment fund management company has entered into a written agreement for the real estate fund with a credit institution or an insurance undertaking, each of which must have a registered office in a member state of the European Union or in a country which is a contracting party to the Agreement on the European Economic Area, which requires the contracting party to purchase shares of the real estate fund up to the equivalent of the minimum liquidity defined in the fund provisions, in order to provide the real estate fund with the necessary liquidity, if requested to do so by the real estate investment fund management company.

In addition to revenue, bank deposits up to an amount corresponding to 10 % of the fund assets may be held as debtor with the same group of credit institutions (Section 30 of the Banking Act (*Bankwesengesetz, BWG*)).

Buyback agreement transactions

Buyback agreement transactions may be used to the extent permitted by law.

Securities lending

Securities lending transactions may be used up to an amount corresponding to 30 % of the fund assets.

Derivative instruments

Derivative instruments may be acquired for the real estate fund in accordance with the Real Estate Investment Fund Act only to serve as hedge funds for the fund assets.

Derivative financial instruments (derivatives), including equivalent cash-settled instruments which

- are listed or traded on a regulated market, or
- on another recognised, regulated securities market in a member state of the European Union which is open to the public and which functions properly, or
- are traded in a country which is a contracting party to the Agreement on the European Economic Area, or
- are officially listed on a securities exchange in a third country, or
- are traded on a recognised, regulated securities market which is open to the public and

functions properly in a third country

shall be considered derivative instruments pursuant to the Real Estate Investment Fund Act.

Furthermore, derivative financial instruments not traded on a stock exchange or a regulated market (OTC derivatives), such as interest rate swaps and currency swaps, can also be used if:

- the counterparties in transactions involving OTC derivatives are supervised institutions in the categories authorised by a regulation issued by the Financial Market Authority, and
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or evened up by a countersale at a reasonable fair value at any time on the initiative of the real estate investment fund management company.

The real estate investment fund management company must use a procedure which allows a precise and independent valuation of the respective value of the OTC derivatives.

The default risk associated with real estate fund transactions involving OTC derivatives may not exceed the following rates:

- 10 % of the fund assets, if the counterparty is a credit institution,
- otherwise, 5 % of the fund assets.

All derivative instruments must comprise securities, assets and holdings in accordance with the Real Estate Investment Fund Act, or financial indices, interest rates, exchange rates or currencies as underlying assets in which the real estate fund is allowed to invest in accordance with the investment objectives stated in its fund rules.

Method of risk measurement used by the real estate fund

The real estate fund uses the commitment approach.

The commitment value is calculated according to the 3rd main section of the 4th derivatives risk calculation and reporting regulation (*Derivate-Risikoberechnungs- und MeldeV*), as amended.

Borrowing

Taking out a loan on and placing an encumbrance on immovable properties, as well as assigning or encumbering receivables from legal relationships related to immovable property is permissible if doing so is necessary within the scope of proper economic management, and if the custodian bank consents to the borrowing and the encumbrance.

Mortgaging, pledging as security, assigning or otherwise encumbering the abovementioned assets of the property fund is possible to the extent defined by this provision.

This borrowing and this encumbrance may not exceed 50 % of the market values of the immovable properties in all.

Short-term loans must be taken into account when calculating this limit; they reduce the permissibility of borrowing and the capability of being encumbered accordingly.

Short-term loans

The real estate investment fund management company may take out short-term loans up to an amount corresponding to 20 % of the fund assets for the account of the real estate fund.

Leveraging of financing in accordance with the Alternative Investment Fund Managers Act (AIFMG)

Leveraging of financing is used. Please see the prospectus for more information (Section II point 11.2.).

Article 4 Accounting and valuation standards

Accounting

- **Transactions** entered into by the real estate fund (e.g. the purchase and sale of real estate or securities), revenue, and reimbursement for expenditures shall be entered in the books as expeditiously, orderly and completely as possible.
- **Incidental expenses** accrued in the course of purchasing a property or in the course of property development shall be charged to the fund assets for the respective real estate or the respective real estate company evenly distributed over a period of ten years as from the year they were

entered in the balance sheet. The real estate investment fund management company may shorten this period, in due consideration of the anticipated period of time the real estate will be kept, if this requires the standard of care of a conscientious managing director and serves to protect the shareholders' interests.

• In particular, administrative fees and interest revenue, as well as revenue and expenditures arising from managing the property, are posted deferred over the accounting period.

Valuation of real estate and real estate companies

The real estate investment fund management company must consult at least two experts to carry out the assessment and valuation of real estate who have the required professional background, and who are independent of the real estate investment fund management company and the custodian bank.

Experts are appointed by the executive board of the real estate investment fund management company in consultation with the custodian bank and with the consent of the supervisory board of the real estate investment fund management company.

The valuation shall be carried out in accordance with the generally accepted valuation principles at least once a year, but in any case when the real estate is acquired, sold or mortgaged, or when valuation is requested by the custodian bank on specific grounds if there is reason to assume that the value of the most recent valuation differs by more than 10 %.

The calculations carried out to appraise the real estate fund and its shares must be based on the arithmetic mean of the valuations prepared as of the same balance sheet date by the two or more experts.

If the real estate investment fund management company holds a participating interest in a real estate company, the real estate investment fund management company must set the real estate reported on the annual financial statement or the statement of net assets issued by the real estate company at the value determined by at least two real estate experts. The experts shall be required to appraise the real estate before the shareholding in the real estate company is acquired, and at least once a year afterwards, and to appraise new real estate to be purchased before it is purchased, and if there is reason to assume that the value of the real estate company must be appraised in the same manner as the other assets of the real estate fund. The loans taken out and other liabilities accepted shall be subtracted from these values.

Valuation of liquid assets

The market values of individual assets are determined as follows:

As a general rule, the value of assets listed or traded on a stock exchange or another regulated market is determined on the basis of the latest available market price.

The latest available market prices of the subfunds are used to calculate the net asset value (NAV).

If an asset is not listed or traded on a stock exchange or another regulated market, or if the price does not appropriately reflect the actual market value of an asset listed or traded on a stock exchange or another regulated market, recourse is made to the prices listed by reliable data providers or, alternatively, the market prices of similar securities or other recognised valuation methods.

The value of the shares is calculated in EUR.

NAV calculation method

The **total value of the real estate fund** shall be calculated by the custodian bank on the basis of the appraisal, which is not more than one year old, of the immovable properties and the real estate companies, and the respective (market) values of the securities, investment funds and subscription rights associated with it, plus the value of the financial assets, amounts of money, credits, receivables and other rights belonging to the real estate fund, minus liabilities.

The value of shares is calculated on every stock exchange trading day.

Article 5 Procedures for issuance and buyback

Issuance and buyback surcharge

The issuance price results from the value of the share plus a surcharge per share in the amount of up to 3 percent to cover the issuance costs incurred by the real estate investment fund management company.

The issuance of shares is not limited in principle; however, the real estate investment fund management company reserves the right to temporarily or completely discontinue the issuance of share certificates.

It is at the discretion of the real estate investment fund management company to differentiate the issuance surcharge.

Buyback and buyback reduction

The buyback price results from the value of the share.

A buyback reduction is not applied.

At the shareholder's request, the shareholder may return the share certificate for a refund of the shareholder's share in the real estate fund at the respective buyback price.

The payment of the buyback price and the calculation and publication of the buyback price may be suspended temporarily and made conditional on the sale of assets and on receipt of the sale proceeds if there are exceptional circumstances which make this seem necessary, in due consideration of the shareholders' legitimate interests.

This is the case in particular if the bank deposits and the proceeds of securities held are insufficient to cover the buyback price and to ensure proper ongoing management, or are not readily available.

Assets have to be sold if, following the expiry of a period of twelve months after the share certificate was submitted for buyback, the bank deposits and the proceeds of securities held are insufficient. The real estate investment fund management company may refuse to buyback the share certificate for up to 24 months after the share certificate was submitted for buyback until these assets have been sold at reasonable terms and conditions. After that deadline, the real estate investment fund management company in order to collect funds to buyback the share certificates. It is obliged to redeem these encumbrances by selling assets held by the real estate fund or otherwise, as soon as it is possible to do so at reasonable terms and conditions.

Article 6 Financial year and budget allocation

Financial year

The financial year of the real estate fund is the period from 01/10 to 30/09 of the following calendar year.

Principles of budget allocation

To calculate profitability, the foreseeable development of assets is considered, taking into account the specific features of the individual investment instruments (for real estate, its location, size and type of use, in particular).

Article 7 Classes of share certificates and appropriation of proceeds

Distribution units and/or accumulation units with capital gains tax deduction and/or accumulation units without capital gains tax deduction may be issued for the real estate fund.

Several classes of share certificates may be issued for this real estate fund. The formation of classes of share certificates as well as the issuance of shares from a class of share certificates shall be at the discretion of the real estate investment fund management company.

Appropriation of proceeds for distribution units ("Ausschütter" - distributing funds)

The proceeds collected during the financial year (profits from managing the properties, revaluation gains, securities and liquidity gains, as well as the dividends paid by real estate companies in Austria, to the extent that they cannot be attributed to gains realised by the sale of real estate) shall be distributed at the discretion of the real estate investment fund management company starting on 01/12 of the following financial year after expenses have been covered, unless they are needed to cover future repairs of the items of the fund assets; the rest is carried forward to new account.

Appropriation of proceeds for accumulation units with capital gains tax deduction ("*Thesaurierer*" - accumulating/reinvesting funds)

The proceeds collected during the financial year after expenses have been covered are not distributed. As from 01/12, an amount calculated pursuant to the Real Estate Investment Fund Act shall be paid out for accumulation units, which is to be used to cover the capital gains tax charge apportioned to the dividend-equivalent proceeds from the share certificate, where applicable.

Appropriation of proceeds for accumulation units without capital gains tax deduction (fully reinvested funds domestic and foreign tranche)

The proceeds collected during the financial year after expenses have been covered are not distributed. No distribution payment pursuant to the Real Estate Investment Fund Act shall be made.

The real estate investment fund management company ensures by providing proof to that effect issued by the custodian bodies that the share certificates can only be held on the disbursement date by shareholders who are either not subject to income tax or corporate tax in Austria, or who meet the conditions for exemption pursuant to Section 94 of the Income Tax Act.

If these requirements are not met on the disbursement date, the amount calculated pursuant to the Real Estate Investment Fund Act shall be paid out by means of a credit note issued by the respective custodian credit institution.

Appropriation of proceeds for accumulation units without capital gains tax deduction (fully reinvested funds foreign tranche)

The proceeds collected during the financial year after expenses have been covered are not distributed. No distribution payment pursuant to the Real Estate Investment Fund Act shall be made.

The real estate investment fund management company ensures by providing proof to that effect issued by the custodian bodies that the share certificate can only be held on the disbursement date by shareholders who are either not subject to income tax or corporate tax in Austria, or who meet the conditions for exemption pursuant to Section 94 of the Income Tax Act, or for exemption from capital gains tax.

Article 8 Administrative fee, reimbursement of expenditures, interchange fee

The real estate investment fund management company shall be paid an annual remuneration of up to 0.9 % of the fund assets for its administrative work which is calculated proportionally based on the month-end values.

The real estate company may differentiate the administrative fee at its discretion.

The real estate investment fund management company shall furthermore be entitled to be reimbursed for all of the expenditures associated with its management.

For other services associated with transactions, the real estate investment fund management company may claim a one-time remuneration each time (i) of up to 1 % of the purchase or selling price, in the case of real estate, (ii) up to 1 % of the real estate transaction value, in the case of real estate companies.

In the case of property development projects carried out by the real estate investment fund management company, a payment of up to 2 % of the property development costs may be collected.

The custodian bank shall be paid an annual remuneration of up to 0.15 % of the fund assets for its activities which is calculated proportionally based on the month-end values.

On winding up the real estate fund, the custodian bank shall receive a remuneration of 2 % of the fund assets.

Fund assets shall be wound up in accordance with the provisions of the Real Estate Investment Fund Act.

Article 9 Provision of information to investors

The prospectus including the fund rules, the statements of accounts, and the half-year reports, the issuance and buyback prices, and other information (including information on conflicts of interest) are made available to investors electronically on the homepage of the real estate investment fund management company at www.realinvest.at.

Please see the prospectus for more information and explanatory notes regarding this real estate fund.

Note: The appendix has been updated from the approved version in accordance with FMA requirements.

Appendix

List of stock exchanges with official trading and list of organised markets (October 2014 version)

1. Stock exchanges with official trading and organised markets in the member states of the European Economic Area

Each member state shall send an up-to-date directory of the markets approved by it. This directory shall be send to the other member states and to the Commission.

In accordance with this provision, the Commission is obliged to publish a list of regulated markets communicated to it once a year.

As a result of reduced entry barriers and specialisation in trading segments, the list of "regulated markets" is subject to greater changes. The Commission shall therefore make an updated version available on its official website in addition to the annual publication of the list in the Official Journal of the European Communities.

1.1. For an up-to-date list of regulated markets, please see

http://mifiddatabase.esma.europa.eu/Index.aspx?sectionlinks_id=23&language=0&pageName=REGULATED_M ARKETS_Display&subsection_id=0¹

1.2. The following stock exchanges are included in the list of *Regulated Markets*:

1.2.1. Luxembourg Euro MTF Luxembourg

1.3. *Markets* in the European Economic Area *recognised* under Section 67(2) line 2 of the Investment Fund Act:

Markets in the European Economic Area classified as recognised markets by the relevant competent supervisory authorities.

2. Stock exchanges in European countries outside the member states of the European Economic Area

2.1. 2.2.	Bosnia-Herzegovina: Montenegro:	Sarajevo, Banja Luka Podgorica
2.3.	Russia:	Moscow (RTS Stock Exchange); Moscow Interbank Currency Exchange (MICEX)
2.4.	Switzerland:	SWX Swiss-Exchange
2.5.	Serbia:	Belgrade
2.6.	Turkey:	Istanbul (regarding the stock market, "National Market" only)

3. Stock exchanges in non-European countries

3.1.	Australia:	Sydney, Hobart, Melbourne, Perth
3.2.	Argentina:	Buenos Aires
3.3.	Brazil:	Rio de Janeiro, Sao Paulo
3.4.	Chile:	Santiago
3.5.	China:	Shanghai Stock Exchange, Shenzhen Stock Exchange
3.6.	Hong Kong:	Hong Kong Stock Exchange
3.7.	India:	Mumbai
3.8.	Indonesia:	Jakarta
3.9.	Israel:	Tel Aviv

¹ Click on "view all" to open the directory. The link may be changed by the FMA or the ESMA. [To access the directory, go to the FMA homepage:

<u>http://www.fma.gv.at/de/unternehmen/boerse-wertpapierhandel/boerse.html</u> - scroll down and click on the link "List of Regulated Markets (MiFID database; ESMA)" – "view all"]

3.10.	Japan:	Tokyo, Osaka, Nagoya, Kyoto, Fukuoka, Niigata, Sapporo, Hiroshima		
3.11.	Canada:	Toronto, Vancouver, Montreal		
3.12	Columbia:	Bolsa de Valores de Colombia		
3.13.	Korea:	Korea Exchange (Seoul, Busan)		
3.14.	Malaysia:	Kuala Lumpur, Bursa Malaysia Berhad		
	Mexico:	Mexico City		
	New Zealand:	Wellington, Christchurch/Invercargill, Auckland		
	Peru:	Bolsa de Valores de Lima		
	Philippines:	Manila		
	Singapore:	Singapore Stock Exchange		
	South Africa:	Johannesburg		
	Taiwan:	Taipei		
	Thailand:	Bangkok		
3.22.		New York, American Stock Exchange (AMEX), New York Stock		
5.25.	USA.	Exchange (NYSE), Los Angeles/Pacific Stock Exchange, San Francisco/Pacific Stock Exchange, Philadelphia, Chicago, Boston, Cincinnati		
	Venezuela:	Caracas		
3.25.	United Arab Emirates:	Abu Dhabi Securities Exchange (ADX)		
4. Organised markets in countries outside the member states of the European Union				
4.1.	Japan:	Over-the-counter market		
4.2.	Canada:	Over-the-counter market		
4.2.	Korea:	Over-the-counter market		
4.3. 4.4.	Switzerland:	SWX-Swiss Exchange, BX Berne eXchange; over-the-counter market		
4.4.	Switzerland.	of the members of the International Capital Market Association (ICMA), Zurich		
4.5.	USA:	Over-the-counter market (under official oversight such as by SEC, FINRA)		
5. Stock exchanges with futures and options markets				
5.1.	Argentina:	Bolsa de Comercio de Buenos Aires		
5.2.	Australia:	Australian Options Market, Australian Securities Exchange (ASX)		
5.3.	Brazil:	Bolsa Brasiliera de Futuros, Bolsa de Mercadorias & Futuros, Rio de Janeiro		
		Stock Exchange, Sao Paulo Stock Exchange		
5.4.	Hong Kong:	Hong Kong Futures Exchange Ltd.		
5.5.	Japan:	Osaka Securities Exchange, Tokyo International Financial Futures Exchange,		
		Tokyo Stock Exchange		
5.6.	Canada:	Montreal Exchange, Toronto Futures Exchange		
5.7.	Korea:	Korea Exchange (KRX)		
5.8.	Mexico:	Mercado Mexicano de Derivados		
5.9.	New Zealand:	New Zealand Futures & Options Exchange		
5.10.	Philippines:	Manila International Futures Exchange		
5.11.	Singapore:	The Singapore Exchange Limited (SGX)		
5.12.	Slovakia:	RM-System Slovakia		
5.12.	South Africa:	Johannesburg Stock Exchange (JSE), South African Futures Exchange (SAFEX)		
5.13. 5.14.	Switzerland:	EUREX		
5.15. 5.16	Turkey:	TurkDEX		
5.16.	USA:	American Stock Exchange, Chicago Board Options Exchange, Chicago, Board of Trade, Chicago Mercantile Exchange, Comex, FINEX, Mid America Commodity Exchange, ICE Future US Inc. New York, Pacific Stock Exchange,		