



**POLIS Immobilien AG  
Berlin**

WKN 691330  
and  
WKN AOLR6W

ISIN DE0006913304  
and  
ISIN DE000AOLR6W2

**Invitation to the ordinary General Meeting**

We hereby invite our shareholders to attend the ordinary General Meeting on Tuesday, 26 June 2007, at 11:00 a.m. at the dbb forum berlin (conference room "Atrium I and II") at Friedrichstraße 169/170, 10117 Berlin (Germany).

**Agenda**

- 1. Presentation of the approved annual financial statements of POLIS Immobilien AG including the management report and of the consolidated financial statements including the group management report as at 31 December 2006 as well as of the report of the Supervisory Board for the financial year 2006 and the report of the Management Board regarding the information provided in accordance with Section 289 subsection 4 and Section 315 subsection 4 HGB [*Handelsgesetzbuch*, German Commercial Code]**

- 2. Resolution on the ratification of the acts of the members of the Management Board**

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"The acts of the members of the Management Board in the financial year 2006 shall be ratified for this period."

- 3. Resolution on the ratification of the acts of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"The acts of the members of the Supervisory Board in the financial year 2006 shall be ratified for this period."

#### 4. Resolution on the appointment of the auditor and of the group auditor

The Supervisory Board proposes that the following resolution be adopted:

"KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft in Berlin is appointed auditor and group auditor for the financial year 2007."

#### 5. By-election to the Supervisory Board

Effective at the end of the General Meeting on 26 June 2007, Mr. Michael Haupt has resigned his mandate as member of the Supervisory Board. According to Section 12 subsection 1 of the Articles of Association in conjunction with Section 95 subsection 1, Section 96 subsection 1 AktG [*Aktiengesetz*, German Stock Corporation Act], the Supervisory Board has six members who are elected by the General Meeting. The General Meeting is not obliged to elect nominated candidates.

The Supervisory Board proposes that the following resolution be adopted:

"Mr. Ralf Schmechel, member of the management of *Mann Management GmbH*, residing in Malsch, is elected to succeed Mr. Haupt as a member of the Supervisory Board for the remainder of the original term of office of Mr. Haupt."

At the time that the invitation to this General Meeting is published in the electronic Federal Official Gazette [*Bundesanzeiger*], Mr. Schmechel is not a member of supervisory boards that are required by law or comparable national or foreign supervisory bodies of business enterprises.

#### 6. Resolution on the creation of authorised capital in the amount of EUR 55,000,000.00 and corresponding amendments to the Articles of Association

The Management Board and the Supervisory Board propose that the following resolution be adopted:

"a) Subject to the approval of the Supervisory Board the Management Board is authorised until 26 June 2012 to increase the share capital of the Company once or several times by up to EUR 55,000,000.00 in total by issuing up to 5,500,000 new no-par value shares in exchange for cash contributions and/or contributions in kind. In each case, ordinary shares [*Stammaktien*] shall be issued.

The Management Board shall determine the further contents of the rights attached to the shares and the terms of the share issue, subject to the approval of the Supervisory Board.

b) Section 4 of the Articles of Association shall be supplemented by the following, new subsection 4:

"(4) By resolution adopted by the General Meeting on 26 June 2007, subject to the approval of the Supervisory Board the Management Board has been authorised until 26 June 2012 to increase the share capital of the Company once or several times by up to EUR 55,000,000.00 in total by issuing up to 5,500,000 new no-par value shares in exchange for cash contributions

and/or contributions in kind (Authorised Capital 2007). In each case, only ordinary shares may be issued.

The Management Board shall determine the further contents of the rights attached to the shares and the terms of the share issue, subject to the approval of the Supervisory Board."

- c) The Supervisory Board is authorised to amend the wording of Section 4 subsections 1, 2 and 4 of the Articles of Association accordingly (Amount and subdivision of the share capital, Authorised Capital 2007) after completely or partially carrying out the increase of the share capital, or after the authorisation period has ended."

## 7. Resolution on amendments to the Articles of Association

The Management Board and the Supervisory Board propose that the following resolution be adopted:

- "a) Section 3 of the Articles of Association shall be revised and shall read as follows:

"Section 3  
Announcements and information

- (1) Announcements by the Company shall be made public in the electronic Federal Official Gazette [*Bundesanzeiger*], unless publication using other media is required by law.
- (2) Information to the shareholders of the Company and other holders of securities issued by the Company and admitted to trading on an organised market within the meaning of Section 1 subsection 5 WpHG [*Wertpapierhandelsgesetz*; German Securities Trading Act] may also be transmitted by electronic means."
- b) In Section 19 subsection 3 of the Articles of Association, the number "15" shall be deleted.
- c) Section 24 subsection 2 of the Articles of Association shall be revised and shall read as follows:
- "(2) The registration must be received by the office stated in the invitation in writing or in another form as specified in greater detail by the Company in the invitation, or by (also) electronic means as specified by the Company in greater detail in the invitation, at the latest on the seventh day prior to the day of the General Meeting.""

## Documents

As of the day of this notice convening the General Meeting, the following documents will be available for review by the shareholders at the premises of POLIS Immobilien AG,

Potsdamer Straße 58 in 10785 Berlin. If requested by the shareholder, copies of the documents may be obtained immediately and free of charge:

- the annual financial statements of POLIS Immobilien AG as at 31 December 2006, including the report of the Management Board,
- the consolidated financial statements as at 31 December 2006, including the report of the Management Board,
- the report of the Supervisory Board for the financial year 2006, and
- the report of the Management Board regarding information provided in accordance with Section 289 subsection 4 and Section 315 subsection 4 HGB [*Handelsgesetzbuch*, German Commercial Code].

### **Share capital and voting rights**

The Company's share capital amounts to EUR 110,510,000.00 and is composed of 11,051,000 shares. The overall number of voting rights is 11,051,000. This information relates to the time at which this invitation is published in the electronic Federal Official Gazette.

### **Conditions of participation**

The eligibility requirements are governed by Sections 121 et seq. AktG [*Aktiengesetz*; German Stock Corporation Act] and Section 24 of the Articles of Association. Shareholders are eligible to take part in the General Meeting and to exercise the right to vote if they have registered in writing, by telex, by telecopy or by email at the latest on the seventh day prior to the General Meeting (i.e. at the latest on 19 June 2007) with the Management Board at the Company's registered offices or at the address stated below, and have documented their eligibility to participate by way of a certification issued by the custodian bank in the German language in text form (Section 126b BGB [*Bürgerliches Gesetzbuch*; German Civil Code]) stating their share ownership as at the beginning of the 21<sup>st</sup> day prior to the General Meeting (i.e. 05 June 2007, 00:00 midnight). This certificate must be received at the latest on the seventh day prior to the day of the General Meeting (i.e. at the latest on 19 June 2007) at the address stated below.

POLIS Immobilien AG  
c/o Bayerische Hypo- und Vereinsbank AG  
FMS5HV  
80311 München (Germany)  
Fax: +49 (0) 89/ 54 00 25 19  
Email: [hauptversammlungen@hvb.de](mailto:hauptversammlungen@hvb.de)

Admission tickets will be sent to shareholders who have properly registered and have provided documentation of their share ownership in due form.

### **Voting by proxy**

It is also possible for shareholders to have their voting rights exercised in the General Meeting by an authorised representative, e.g. a credit institution, an association of shareholders, or another person of their choosing. If neither a financial institution nor an association of shareholders is authorised, the power of attorney must be issued in writing (Section 126 subsection 1 BGB [*Bürgerliches Gesetzbuch*; German Civil Code]). A form for

issuing the power of attorney will be sent to shareholders together with the admission tickets.

We also offer our shareholders the option of representation in the General Meeting by a proxy appointed by the Company. Details regarding this procedure are contained in the documents that are sent to the shareholders via the custodian bank. Additional information on voting by a proxy appointed by the Company is also available to shareholders at URL [www.polisag.de](http://www.polisag.de) in the section entitled Investor Relations / Annual General Meeting 2007.

### **Questions and motions**

In order to facilitate the preparation of the General Meeting and to ensure that the Company can respond rapidly to questions and motions concerning the General Meeting, please direct any motions (including counter-motions and nominations) to the following address only:

POLIS Immobilien AG  
Investor Relations  
Potsdamer Straße 58  
10785 Berlin (Germany)  
Fax: +49 (0) 30/ 26 39 59 57 99  
Email: [s.sarikaya@polisag.de](mailto:s.sarikaya@polisag.de)

Counter-motions received in due form and in a timely manner by 12 June 2007 at the aforementioned address will be made available promptly to the shareholders on the website at [www.polisag.de](http://www.polisag.de) in the section entitled Investor Relations / Annual General Meeting 2007.

Berlin, May 2007

**POLIS Immobilien AG**

*The Management Board*