

*This is a working translation from the German version and for convenience only. Only the German version shall be legally binding.*

**S IMMO AG**  
**Wien, FN 58358 x**

**Proposed resolutions of the Management Board  
and the Supervisory Board  
for the 32nd Annual General Meeting  
14 October 2021**

- 1. Presentation of the adopted annual financial statements as of 31 December 2020, together with the management report and corporate governance report, the consolidated financial statements as of 31 December 2021, together with the Group management report, the proposal for the distribution of profits, and the report of the Supervisory Board for the financial year 2020**

The presentation of the aforementioned documents only serves the purpose of reporting to the Annual General Meeting because the annual financial statements for 2020 have already been approved by the Supervisory Board and thus adopted.

- 2. Resolution on the distribution of net profit**

At the time of the resolution, the Company had issued a total of 73,608,896 shares.

As of 17 September 2021, the Company holds 2,737,372 treasury shares. However, the number of treasury shares may still change up to the date of the Annual General Meeting; pursuant to section 65 (5) Austrian Stock Corporation Act (AktG), treasury shares are not entitled to dividends.

The number of shares entitled to dividends as of 17 September 2021 is therefore 70,871,524 shares.

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Based thereon the Executive Board and the Supervisory Board propose the following resolution to the Annual General Meeting:

From the distributable net profit according to the annual financial statements of S IMMO AG as of 31 December 2020, in the amount of EUR 60,000,000.00, a dividend of EUR 0.50 per share entitled to dividend shall be distributed, and the retained earnings remaining thereafter shall be carried forward to new account. The dividend is payable on 28 October 2021 (dividend payment date); the ex-dividend date is 25 October 2021.

**3. Resolution discharging the members of the Management Board for the financial year 2020**

The Management Board and the Supervisory Board propose to resolve on the approval of the actions of the members of the Management Board in office in the financial year 2020 for this period.

**4. Resolution discharging the members of the Supervisory Board for the financial year 2020**

The Management Board and the Supervisory Board propose discharge the members of the Supervisory Board in office in the financial year 2020 for this period.

**5. Election of the auditor for the annual and consolidated financial statements for the financial year 2021**

Following the recommendation of its Audit Committee, the Supervisory Board proposes to the Annual General Meeting the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as auditors of the company's individual and consolidated annual financial statements for the financial year 2021.

**6. Election of up to four persons to the Supervisory Board**

The term of office of Martin Simhandl, Franz Kerber, Wilhelm Rasinger and Andrea Besenhofer as members of the Supervisory Board expired at the end of the 31st Annual General Meeting on 12 October 2020.

The Annual General Meeting of 12 October 2020 neither resolved to extend the mandates of the aforementioned persons nor elected other persons to the Supervisory Board.

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The Supervisory Board therefore currently consists of four members elected by the Annual General Meeting and two members delegated by the Works Council.

Pursuant to § 8 (1) of the Articles of Association of S IMMO AG, the Supervisory Board consists of up to ten members elected by the Annual General Meeting. Following the most recent election of members to the Supervisory Board by the 30th Annual General Meeting on 14 June 2019, the Supervisory Board was composed of eight members elected by the Annual General Meeting. Four members would now have to be elected at the upcoming Annual General Meeting in order to reach this number again. The Supervisory Board proposes that these four mandates be filled again, so that – following the election at the Annual General Meeting on 14 October 2021 – the Supervisory Board will again consist of eight members elected by the Annual General Meeting.

The following election proposal by the Supervisory Board was based on the requirements of stock corporation law.

S IMMO AG is subject to section 86 (7) AktG and must comply with the minimum shareholding requirement pursuant to section 86 (7) AktG.

No objection pursuant to section 86 (9) AktG was raised neither by the majority of the capital representatives nor by the majority of the employee representatives. Therefore, not the separate fulfillment, but the overall fulfillment of the minimum shareholding requirement pursuant to section 86 (7) AktG is required.

Of the four capital representatives, two are men and two are women, and of the two employee representatives, one is a man and one is a woman.

The minimum shareholding requirement pursuant to section 86 (7) AktG is therefore currently fulfilled.

In the event of the election of four capital representatives by the Annual General Meeting, so that after the election on 14 October 2021 the Supervisory Board consists of eight capital representatives and two employee representatives, three women must be members of the Supervisory Board in order to meet the minimum proportion requirement pursuant to section 86 (7) AktG.

As three women already belong to the Supervisory Board, the minimum quota requirement pursuant to section 86 (7) AktG will in any case also be met after the election at the Annual General Meeting on 14 October 2021.

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The Supervisory Board proposes

Prof. Dr. Ewald Aschauer, year of birth 1982,

Mr. Florian Beckermann, LL.M., year of birth 1976,

Mr. Christian Böhm, year of birth 1958, and

Mr. John Nacos, year of birth 1967

each to be newly elected to the Supervisory Board with effect of the end of this Annual General Meeting, in accordance with Section 8 (3) of the Articles of Association and section 87 (7) AktG until the end of the Annual General Meeting which resolves on the discharge for the financial year 2024.

The proposed persons have submitted a declaration pursuant to section 87 (2) AktG, which is also available on the company's website together with their curriculum vitae, and declare in particular, that

1. all circumstances in connection with section 87 (2) AktG have been disclosed and that, in the assessment of the nominated candidate, there are no circumstances that could give rise to concern about his impartiality,
2. the nominee has not been convicted of a criminal offense, in particular of such an offense that would cast doubt on his or her professional reliability according to section 87 (2a) sentence 3 AktG, and
3. there are no obstacles to his or her appointment as defined by sections 86 (2) and (4) AktG.

The Annual General Meeting is bound by election proposals in the following manner. Proposals for the election of Supervisory Board members together with the declarations pursuant to section 87 (2) AktG for each nominated person must be made available on the Company's website no later than 07 October 2021, otherwise the person concerned may not stand for election. This also applies to election proposals by shareholders pursuant to section 110 AktG, which must be received by the Company in writing no later than 05 October 2021, whereby reference is made to the text of the convocation with regard to the details and requirements for the consideration of such election proposals.

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## **7. Resolution on compensation report**

The Executive Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible compensation report for the compensation of the members of the Executive Board and the Supervisory Board pursuant to Section 78c in conjunction with section 98a AktG.

This compensation report shall provide a comprehensive overview of the compensation granted or owed to current and former members of the Management Board and Supervisory Board in the course of the last financial year under the compensation policy (section 78a in conjunction with section 98a AktG), including all benefits in any form.

The compensation report for the last financial year shall be submitted to the Annual General Meeting for voting. The vote in the Annual General Meeting on the compensation report shall be of a recommendatory nature. The resolution is not subject to appeal (section 78d (1) AktG).

This proposed resolution of the Management Board and the Supervisory Board on the resolution on the remuneration report and the remuneration report shall be made available on the website registered in the Commercial Register as of the 21st day prior to the General Meeting in accordance with section 108 (4) item 4 AktG.

In a meeting on 10 September 2021, the Management Board and the Supervisory Board of S IMMO AG have resolved on a remuneration report pursuant to section 78c in conjunction with section 98a AktG and have made a proposal for resolution pursuant to section 108 (1) AktG.

The remuneration report will be made available on the website of S IMMO AG [www.simmoag.at/agm](http://www.simmoag.at/agm), which is registered in the commercial register, no later than 23 September 2021 (21st day prior to the AGM).

The Management Board and the Supervisory Board propose that the remuneration report for the remuneration of the members of the Management Board and the Supervisory Board of S IMMO AG for the financial year 2020, as made available on the website registered in the commercial register, be adopted.

## **8. Voting recommendation on shareholder proposals which are only published on the Company's website after the record date or which are only submitted or amended in the course of the Annual General Meeting.**

The Executive Board and the Supervisory Board propose that shareholders vote AGAINST all shareholder proposals that will only be made available on the Company's website after the record date

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# 32nd Annual General Meeting

Vienna, 14 October 2021



of the Annual General Meeting (i.e. 04 October 2021, 24:00 hours Vienna time) or that should only be submitted or amended during the course of the Annual General Meeting.

This voting recommendation is intended to ensure that the majorities for resolutions at the Annual General Meeting are not influenced by unannounced resolution proposals or ad hoc motions from shareholders, because in many cases the special proxies can no longer obtain timely instructions from their shareholders on these new resolution proposals (safeguarding the correctness of the formation of the shareholders' will). This is also expedient because all shareholders must be represented by special proxies at the Annual General Meeting convened as a virtual meeting.

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