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S IMMO AG
Wien, FN 58358 x

**Proposed resolutions of the Management Board
and the Supervisory Board
for the 31st Annual General Meeting
12 October 2020**

- 1. Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2019, the consolidated financial statements including the Group management report as of 31 December 2019, the proposal for the distribution of profits, and the report of the Supervisory Board for the financial year 2019**

Since the presentation of the aforementioned documents only serves to inform the Annual General Meeting, there are no resolutions on this agenda item. The annual financial statements for 2019 are already approved by the Supervisory Board and thus adopted.

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

At the time of the resolution, the company had issued a total of 73,608,896 shares. The company currently holds 1.743.490 treasury shares. Pursuant to section 65 (5) of the Austrian Stock Corporation Act (AktG), these shares are not entitled to a dividend. The number of shares currently entitled to a dividend therefore amounts to 71,865,406.

The Management Board and the Supervisory Board therefore propose the following resolution:

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From the distributable net profit recognised in the annual financial statements of S IMMO AG as of 31 December 2019, in the amount of EUR 76,296,664.81, a dividend of EUR 0,70 per no-par share entitled to a dividend will be paid out to the holders of the total of 71,865,406 shares in the company being entitled to a dividend, therefore EUR 50,305,784.20 will be distributed, and the remaining net profit of EUR 25,990,880.61 will be carried forward to new account. The number of shares entitled to a dividend may change during the period up until the annual general meeting. In that case, the proposed resolution will be adjusted according to the number of shares in the Company entitled to a dividend as of the date of the annual general meeting, whereby the amount of the dividend per share remains unaffected. The dividend is payable on 21 October 2020 (dividend payment date); ex-dividend date is 19 October 2020.

3. Resolution discharging the members of the Management Board for the financial year 2019

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 2019 for this period.

4. Resolution discharging the members of the Supervisory Board for the financial year 2019

The Management Board and the Supervisory Board propose to resolve on the approval of the actions of the members of the Supervisory Board in office in the financial year 2019 for this period.

5. Election of the auditor of the annual and consolidated financial statements for the financial year 2020

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 2020.

6. Election of four persons to the Supervisory Board

At the end of the upcoming ordinary Annual General Meeting, the terms of office of Dr Martin Simhandl, Mag. Franz Kerber, Dr Wilhelm Rasinger, and Mag. Andrea Besenhofer as members of the Supervisory Board will expire.

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In accordance with section 8 (1) of the articles of association of S IMMO AG, the Supervisory Board comprises up to ten members elected by the Annual General Meeting. To date, meaning since the last election at the Annual General Meeting, the Supervisory Board consists of eight members elected by the Annual General Meeting. This Annual General Meeting shall therefore elect four members to reach the previous number once again. The Supervisory Board proposes to again fill these four vacate mandates so that the Supervisory Board, following the Annual General Meeting election on 12 October 2020, once again consists of eight members elected by the Annual General Meeting.

The Supervisory Board made the following nominations on the basis of the requirements of section 87 (2a) of the Aktiengesetz (AktG – Austrian Stock Corporation Act) and the Corporate Governance Code.

S IMMO AG falls under the scope of application of section 86 (7) AktG and must observe the minimum proportion requirement under section 86 (7) AktG. Thus, at least two seats each in the Supervisory Board must be staffed with women, respectively men. Currently, of the eight shareholder representatives, there are three women on the Supervisory Board, so the minimum proportion requirement under section 86 (7) AktG is met.

A majority of the shareholders' representatives did not file an objection in accordance with section 86 (9) AktG against fulfilling the minimum requirement as a whole. Therefore the minimum proportion pursuant to section 86 (7) AktG is not met separately but as a whole.

The Supervisory Board proposes reelecting Martin Simhandl, born in 1961, Franz Kerber, born in 1953, Andrea Besenhofer, born in 1970 and electing MMag. Beate Ponweiser, born in 1985; to the Supervisory Board, effective as of the end of this Annual General Meeting, in accordance with article 8 (3) of the Articles of Incorporation and section 87 (7) AktG, until the end of the Annual General Meeting that decides the discharge for the financial year 2024.

Pursuant to section 87 (2) AktG, each nominated candidate has submitted a statement, which can be viewed together with his or her detailed CV on the company's website, in particular declaring the following:

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 concerns regarding his or her impartiality.
2. The nominated candidate has not been convicted of a criminal offence, in particular of such an offence that would cast doubt on his or her professional reliability according to section 87 (2a), sentence 3, AktG.
3. There are no obstacles to his or her appointment as defined by section 86 (2) and (4) AktG.

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For elections, the Annual General Meeting is bound to the nomination proposals as follows: Proposals for the election of Supervisory Board members and the statements in accordance with section 87 (2) AktG for each nominated candidate must be made available on the company's website by 5 October 2020 at the latest, otherwise the person in question may not stand for election. This also applies to election proposals from shareholders in accordance with section 110 AktG, which must be received by the company in writing by 1 October 2020 at the latest; we refer to the text of the convening with regard to the details and conditions for the consideration of such election proposals.

7. Resolution on compensation policy

The supervisory board of a listed company is required to devise principles for compensation paid to the members of its management board and supervisory board in accordance with section 78a AktG in conjunction with section 98a AktG (Compensation Policy).

The Compensation Policy must be presented to the Annual General Meeting for approval at least every fourth financial year (as well as following any material amendment). S IMMO AG is required to do so for the first time during its Annual General Meeting scheduled for 12 October 2020.

The vote taken at the Annual General Meeting will be viewed as of a recommendatory nature. The resolution cannot be disputed (section 78b (1) AktG).

The Supervisory Board is required to submit a proposed resolution concerning the Compensation Policy pursuant to section 108 (1) AktG.

In accordance with section 108 (4), no. 4, AktG, said proposed resolution submitted by the Supervisory Board and the Compensation Policy must be made available on the company's registered website as of the 21st day prior to the Annual General Meeting.

At its meeting on 23 March 2020, the Supervisory Board of S IMMO AG devised principles for compensation paid to the members of its Management Board and Supervisory Board in accordance with section 78a AktG in conjunction with section 98a AktG (Compensation Policy).

The Compensation Policy will be made available on the registered website of S IMMO AG (www.simmoag.com) by 21 September 2020 (21st day prior to the AGM) at the latest.

The Supervisory Board proposes adopting the Compensation Policy in the form made available on the company's registered website.

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- 8. Resolution on the authorisation, with the approval of the Supervisory Board, to increase the share capital by as much as EUR 133,728,961.81 to as much as EUR 401,186,885.43 by issuing as many as 36,804,448 ordinary bearer shares pursuant to Section 169, “Authorised Capital”, of the Aktiengesetz (AktG – Austrian Stock Corporation Act) in exchange for contributions in cash or in kind. This shall also include authorisation of the Management Board to exclude shareholders’ subscription rights and make the appropriate amendment to the Articles of Incorporation [Authorised Capital 2020], rescinding the authorised capital approved at the Annual General Meeting on 03 May 2018 in the amount not utilised thus far.**

The Annual General Meeting held on 03 May 2018 authorised the Management Board, with the approval of the Supervisory Board, to increase the share capital in one or more tranches by up to EUR 48,628,711.07 by issuing up to 13,383,435 new ordinary bearer shares in the company in exchange for contributions in cash or in kind, in defined cases with the authorization to disapply the shareholder’s legal preemptive rights in full or in part, within five years of the date on which the corresponding amendment to the Articles of Incorporation has been entered in the company register (Authorised Capital) as well as set the issue price and conditions of is-sue in consultation with the Supervisory Board.

This authority was exercised through the Management Board’s resolution on 30 December 2019 and the Supervisory Board’s resolution of 15 January 2020, by means of which the share capital was increased from EUR 243,143,569.90 to EUR 267,457,923.62 through the issuance of 6,691,717 new shares on the basis of the authority granted above, with the share capital now being divided into 73,608,896 ordinary bearer shares.

To ensure the company’s flexibility in taking corporate actions, the company intends to propose to the Annual General Meeting a renewal of the Authorised Capital – specifically by an amount equivalent to 50% of the share capital – for approval, thus giving the company’s Management Board once more the ability to react to changes in the economic environment quickly and flexibly.

The Management Board and the Supervisory Board propose the following resolution:

“1. The Management Board is authorised, for a period of five years after entry of the corresponding amendment to the Articles of Incorporation in the company register, under section 169 AktG, with the approval of the Supervisory Board, to increase the share capital by up to EUR 133,728,461.81 by issuing up to 36,804,448 new ordinary bearer shares in the company in exchange for contributions in

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cash or in kind in one or more tranches and to determine the issue amount, which may not be below the pro rata amount of the share capital, as well as the other issue conditions in consultation with the Supervisory Board. The Management Board is also authorised, with the approval of the Supervisory Board, to fully or partially exclude the subscription right of shareholders (i) if the capital increase is carried out in exchange for cash contributions and the proportion of the company's share capital arithmetically apportioned to the shares issued in exchange for cash contributions with exclusion of subscription rights does not total more than the threshold of 10% (ten percent) of the company's share capital at the time of exercising of the authorisation, (ii) if the capital increase is carried out against contributions in kind, (iii) in order to use a greenshoe option or (iv) to compensate for fractional amounts. A proportion of the share capital totalling no more than 10% (ten percent) of the company's share capital at the time of granting of the authorisation may be arithmetically apportioned to the total of the shares issued against cash contributions and contributions in kind under this authorisation with exclusion of the subscription right of shareholders. All subscription or conversion rights to new shares that have been granted for a convertible, exchangeable or warrant bond is-sued during the term of this authorisation with exclusion of the subscription or conversion right count towards this threshold. The Supervisory Board is authorised to pass changes to the articles of incorporation that arise from the issue of shares from authorised capital.

2. The existing Authorised Capital as approved at the Annual General Meeting on 03 May 2018 shall be rescinded in the amount not utilised thus far under item 8 of the agenda.

3. Paragraph 6 of Article 4 (Share capital, shares) of the Articles of Incorporation shall be amended to read as follows:

'(6) The Management Board is authorised, for a period of five years after entry of this amendment to the Articles of Incorporation in the company register, under section 169 AktG, with the approval of the Supervisory Board, to increase the share capital by up to EUR 133,728,961.81 by issuing up to 36,804,448 new ordinary bearer shares in the company in exchange for contributions in cash or in kind in one or more tranches and to determine the issue amount, which may not be below the pro rata amount of the share capital, as well as the other issue conditions in consultation with the Supervisory Board. The Management Board is also authorised, with the approval of the Supervisory Board, to fully or partially exclude the subscription right of shareholders (i) if the capital increase is carried out in exchange for cash contributions and the proportion of the company's share capital arithmetically apportioned to the shares issued in exchange for cash contributions with exclusion of subscription rights does not total more than the threshold of 10% (ten percent) of the company's share capital at the time of exercising of the authorisation, (ii) if the capital in-crease is carried out against contributions in kind, (iii) in order to use a greenshoe option or (iv) to compensate for fractional amounts. A proportion

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of the share capital totalling no more than 10% (ten percent) of the company's share capital at the time of granting of the authorisation may be arithmetically apportioned to the total of the shares issued against cash contributions and contributions in kind under this authorisation with exclusion of the subscription right of shareholders. All subscription or conversion rights to new shares that have been granted for a convertible, ex-changeable or warrant bond issued during the term of this authorisation with exclusion of the subscription right count towards this threshold. The Supervisory Board is authorised to pass changes to the articles of incorporation that arise from the issue of shares from authorised capital."

Pursuant to section 153 (4) AktG in conjunction with sections 169 and 170 (2) AktG, the Management Board has prepared a detailed written report on the requested authorisation to disapply preemptive rights. Said report is attached to this proposed resolution and available on the company's website at www.simmoag.at (Investor Relations -> Annual General Meeting).

9. Resolution on the following items

- a) The authorisation of the Management Board pursuant to Section 174 AktG, within five years of the resolution, with the approval of the Supervisory Board, to issue convertible bonds associated with a conversion or subscription right to up to 7,360,889 no-par-value bearer shares in the company with a pro rata amount of the share capital of up to EUR 26,745,790.18 in one or more tranches for contributions in cash. This shall also include the authorisation of the Management Board, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to the convertible bonds and determine all further conditions of the convertible bonds, their issuance and conversion process.**

- b) The rescission of the contingent increase in share capital approved at the Annual General Meeting on 03 May 2018, at the same time replacing it with the new contingent increase in share capital by as much as EUR 26,745,790.18 by issuing as many as 7,360,889 new, ordinary bearer shares for granting conversion or subscription rights to the holders of convertible bonds and the corresponding amendment to Article 4, para. 7, of the Articles of Incorporation.**

Under item 9 of the agenda of the Annual General Meeting on 03 May 2018, the Management Board was authorised, with the approval of the Supervisory Board, to issue convertible bonds that include a right of conversion or subscription to bearer shares in the company in one or more tranches within five years from the date of the resolution approved by the Annual General Meeting. It has not exercised that authority thus far. Therefore, no rights to subscribe shares of the company have been accrued.

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With respect to the aforementioned execution of an increase in share capital based on the authority granted on 3 May 2018 by EUR 24,314,353.72 to EUR 267,457,923.62 and, in conjunction with the new Authorised Capital to be approved under agenda item 8, the Management Board's authority is to be renewed pursuant to section 174 AktG and a corresponding conditional capital increase for this purpose approved and a volume of 10% of the share capital approved as authorised.

The Management Board and the Supervisory Board propose the following resolution:

“1. Under section 174 (2) AktG, the Management Board is authorised, within five years from the date of the resolution, with the approval of the Supervisory Board, to issue convertible bonds associated with a conversion and/or subscription right to up to 7,360,889 no-par-value bearer shares in the company with a pro rata amount of the share capital of up to EUR 26,745,790.18, with or without exclusion of subscription rights, in one or more tranches for contributions in cash and to determine all further conditions of the convertible bonds.

2. This authorisation can also be used repeatedly. The total of (i) the shares already transferred to holders of convertible bonds under this authorisation and (ii) the shares for which conversion and/or subscription rights from convertible bonds already issued and to be issued in the context of reuse can be exercised may not exceed the maximum figure determined in this resolution, which equates to 10% of the share capital. New shares issued from authorised capital during the term of this authorisation with exclusion of the subscription right of shareholders count towards this threshold. The conversion and/or subscription rights can be serviced using shares from Contingent Capital, Authorised Capital, from treasury shares or by way of transfer by third parties or a combination thereof.

3. The Management Board is authorised, with the approval of the Supervisory Board and in accordance with regulations of stock corporation law, to specify the characteristics and conditions of issue for the convertible bonds, in particular the interest rate, issue price, issuance for contributions in cash, term, and denominations, protection against dilution, conversion period and/or date, conversion rights and/or obligations, conversion ratio, conversion price, and conditions of conversion and/or subscription. Subscription to shares following a conversion shall be determined by the Contingent Capital created in accordance with section 4 (7) of the Articles of Incorporation. The price of the convertible bonds shall be determined by using methods of financial mathematics in a recognised pricing procedure. That means in particular using the price of a typical fixed-rate bond, taking into account the value of the conversion right, other, specific characteristics of the convertible bonds (e.g., right to early cancellation of the convertible bond, conversion obligation, right to payment in cash instead of conversion, fixed or variable conversion ratio), the company's credit rating, and the current market interest rate.

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The Management Board is in particular but not exclusively authorised to create bonds with the following characteristics:

- (a) A fixed or variable conversion ratio
- (b) A set conversion price within a predetermined range depending on the development of the company's stock price over the term of the convertible bond
- (c) The right of the company to settle payment not at all or not exclusively in shares but instead to settle payment in an appropriate amount in cash based on the price of the company's shares
- (d) The right of the company to cancel the convertible bonds early and pay back the holders of convertible bonds the issue price of the same
- (e) The right of the holders of the convertible bonds to cancel their convertible bonds early and receive payment of the issue price of the same
- (f) An obligation to convert (exchange and/or subscribe) imposed on bondholders at the end of the term (or a different point in time) or the right of the company to grant holders of the convertible bonds upon maturity of the same a partial or full amount in shares of the company in lieu of payment in cash
- (g) An additional payment to be made in cash and the pooling of or cash settlement for non-convertible fractional shares
- (h) The right of the company to service the rights of conversion and/or subscription associated with the convertible bonds—instead of with new shares from the Contingent Capital or the Authorised Capital—using treasury shares of the company or by way of transfer by third parties (or a combination thereof)

4. The issue amount of the shares to be issued upon conversion (exercising of rights of exchange and/or subscription) as well as the subscription and/or conversion ratio must be determined with due consideration of common calculation methods as well as the price of the company's shares (bases for calculation of the issue amount). The issue amount may not be below the pro rata amount of the share capital.

5. The share capital will be contingently increased under section 159 (2), no. 1, AktG by up to EUR 26,745,790.18 through the issue of up to 7,360,889 new no-par-value bearer shares. The Contingent Capital increase will only be carried out insofar as holders of convertible bonds issued on the basis of the Annual General Meeting resolution of 12 October 2020 make use of the conversion and/or subscription right granted to them. The issue amount and the conversion and/or subscription ratio must be determined with due consideration of common calculation methods as well as the price of the company's shares (bases for calculation of the issue amount); the issue amount may not be below the

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pro rata amount of the share capital. The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of carrying out the Contingent Capital increase (in particular the issue amount, the content of the share rights and the time of the dividend entitlement). The Supervisory Board is authorised to pass changes to the articles of incorporation that arise from the issue of shares from Contingent Capital or as a result of expiry of the deadline for use of the contingent capital.

6. Rescission of the contingent increase in share capital approved under item 9 of the agenda of the Annual General Meeting on 03 May 2018.

7. Paragraph 7 of Article 4 of the Articles of Incorporation shall be amended to read as follows:

“Article 4

Share capital, shares

(7) The share capital will be contingently increased under section 159 (2), no. 1, AktG by up to EUR 26,745,790.18 through the issue of up to 7,360,889 new no-par-value bearer shares (Contingent Capital). The Contingent Capital increase will only be carried out insofar as holders of convertible bonds issued on the basis of the Annual General Meeting resolution of 12 October 2020 make use of the conversion and/or subscription right granted to them. The issue amount and the conversion and/or subscription ratio must be determined with due consideration of common calculation methods as well as the price of the company's shares (bases for calculation of the issue amount); the issue amount may not be below the pro rata amount of the share capital. The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of carrying out the Contingent Capital increase (in particular the issue amount, the content of the share rights and the time of the dividend entitlement). The Supervisory Board is authorised to pass changes to the Articles of Incorporation that arise from the issue of shares from Contingent Capital or as a result of expiry of the deadline for use of the contingent capital.”

Pursuant to section 153 (4) AktG in conjunction with section 174 (4) AktG, the Management Board has prepared a detailed written report on the requested authorisation to disapply preemptive rights in connection with the Management Board's authority to issue convertible bonds. Said report is attached to this proposed resolution and available on the company's website at www.simmoag.at (Investor Relations -> Annual General Meeting).

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10. Report by the Management Board pursuant to Section 65, para. 3, of the AktG, pertaining to treasury shares and resolutions concerning the authorisation of the Management Board to buy back and sell treasury shares of the company by other means than through the stock exchange or a public offering, also involving authorisation of the Management Board, with the approval of the Supervisory Board, also to exclude shareholders' general option to sell and right of subscription as well as their general purchase option, plus authorisation of the Management Board, with the approval of the Supervisory Board, to cancel treasury shares, rescinding the currently existing rights associated therewith.

At the 29th Annual General Meeting on 03 May 2018, the Management Board was authorised, with the approval of the Supervisory Board, for a period of 30 months from the date of the passing of the resolution, to acquire treasury shares up to the statutory maximum of 10% of the company's share capital and, if appropriate, to cancel them, and to sell them in a manner other than through the stock exchange or through a public offer while excluding shareholders' subscription rights within five years from the date on which the resolution was adopted.

This authority to buy back shares shall expire on 03 November 2020 and is therefore to be rescinded in the scope not utilised thus far and renewed to the maximum extent permitted by law.

The Management Board and the Supervisory Board therefore propose adopting the following resolution:

"1. The authority granted to the Management Board at the 29th Annual General Meeting on 03 May 2018 to acquire treasury shares is hereby rescinded in the scope not utilised thus far and the Management Board is simultaneously authorised pursuant to section 65 (1), no. 8, as well as (1a) and (1b) AktG for a period of 30 months from the date of the passing of the resolution, with the approval of the Supervisory Board, to acquire treasury shares of the company up to the statutory maximum of 10% of the company's share capital, if necessary utilising the 10% limit on one or more occasions, both through the stock market and over the counter while disapplying the shareholders' pro-rated option to sell. This authority may be exercised in full or in part or in multiple tranches and in pursuit of one or more goals by the company, its affiliated companies or by third parties for their account. The countervalue of each no-par value share may not fall below a minimum of EUR 1.00. The maximum countervalue of each no-par value share to be paid upon buyback may not exceed the average daily closing price, weighted according to the respective trading volumes, for the shares over the previous 10 trading days on the Vienna Stock Exchange by more than 15%.

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2. The authority granted to the Management Board at the 29th Annual General Meeting on 03 May 2018 to acquire treasury shares is hereby rescinded and the Management Board is simultaneously authorised pursuant to section 65 (1b) AktG, with the approval of the Supervisory Board, for a period of five years from the date the resolution was adopted, to sell or use treasury shares of the company by other means than through the stock exchange or a public offering while disapplying shareholders' pro-rated purchase option (Exclusion of Subscription Rights). This authority may be exercised in full or in part or in multiple tranches and in pursuit of one or more goals.

3. The authority granted to the Management Board at the 29th Annual General Meeting on 03 May 2018 to cancel treasury shares is hereby rescinded and the Management Board is simultaneously authorised to cancel treasury shares without further approval by the Annual General Meeting but with the approval of the Supervisory Board. Treasury shares cancelled in accordance with this authority are to be subtracted from the 10% limit referred to under paragraph 1 of the resolution. The Supervisory Board is authorised to adopt changes to the Articles of Incorporation that arise from the cancellation of shares from authorised capital.”

The Management Board has prepared a detailed written report on this resolution concerning authorisation of the Management Board, with the approval of the Supervisory Board, to disapply preemptive rights related to treasury shares. Said report is attached to this proposed resolution and available on the company's website at www.simmoag.at (Investor Relations -> Annual General Meeting).

11. Resolution on amending Article 7, para. 2, of the Articles of Incorporation by eliminating the final sentence thereof.

The Management Board and Supervisory Board propose amending Article 7, para. 2, of the Articles of Incorporation by eliminating the final sentence thereof. Article 7, para. 2, shall now read as follows:

“(2) The members of the Management Board are appointed by the Supervisory Board by a three-quarters majority of the votes cast. The Supervisory Board may at the same time appoint a member of the Management Board as Chairman and another member as Deputy Chairman. This resolution also requires a three-quarters majority of the votes cast.”

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31st Annual General Meeting

Vienna, 12 October 2020



Reasoning:

The age limit imposed on members of the Management Board many years ago no longer reflects current practice among listed stock corporations, and other listed stock corporations have eliminated corresponding provisions from their articles of incorporation in recent years. S IMMO AG now wishes to follow suit.

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