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**S IMMO AG**

**Vienna**

**FN 58358 x, ISIN AT0000652250**

**(“the Company”)**

**Invitation to the 34th Annual General Meeting of  
S IMMO AG**

**on Tuesday, 02 May 2023**

**at 10:30 at the Vienna Marriott Hotel**

**at Parkring 12a, 1010 Vienna, Austria**

**I. AGENDA**

1. Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2022, the consolidated financial statements including the group management report as of 31 December 2022, the proposal for the distribution of profits and the report of the Supervisory Board for the financial year 2022
2. Resolution on the appropriation of the net profit
3. Resolution discharging the members of the Management Board for the financial year 2022
4. Resolution discharging the members of the Supervisory Board for the financial year 2022
5. Election of the auditor for the financial year 2023
6. Resolution on the remuneration report for the financial year 2022

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7. Election of one person to the Supervisory Board
8. Resolution on a new version of the Articles of Association

## **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE**

Pursuant to Section 108 para 3 and 4 AktG the following documents, in particular, will be available as of **11 April 2023** at the latest on the company's registered website at t [www.simmoag.at/agm](http://www.simmoag.at/agm):

- Annual financial statements including the management report,
- Corporate governance report,
- Consolidated financial statements including the group management report,
- Proposal for the distribution of profits,
- Separate non-financial report,
- Report of the Supervisory Board,
- Remuneration report

in each case for the financial year 2022;

- Proposed resolutions for remaining agenda items 2 to 8,
- Statement by and Curricula Vitae of candidate for election to the Supervisory Board under agenda item 7 in accordance with Section 87, para. 2 AktG,
- New version of the Articles of Association
- Form for granting a power of attorney,
- Form for granting a power of attorney to a proxy from the Austrian Shareholder Association (IVA),
- Form for revoking a power of attorney,
- Full text of this invitation.

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### III. RECORD DATE AND REQUIREMENTS FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING

Eligibility to attend the Annual General Meeting and to exercise the shareholder rights that are to be exercised during the course of the Annual General Meeting is based on share ownership at the end of 22 April 2023, 24:00 CET (Vienna time) (record date).

Only persons who are shareholders at the end of the record date and demonstrate this to the company are eligible to attend the Annual General Meeting.

A safe custody receipt pursuant to Section 10a AktG is required as evidence of share ownership on the record date and must be delivered to the company through one of the following communication channels and addresses no later than 26 April 2023 (24:00 CET (Vienna time)):

(i) For submission of the safe custody receipt in written or electronic form in accordance with the Articles of Incorporation in accordance with Article 11 (9)

By fax: +43 (0)1 8900 500 - 50

By e-mail: [anmeldung.simmoag@hauptversammlung.at](mailto:anmeldung.simmoag@hauptversammlung.at)

(Please attach safe custody receipts as PDF files.)

(ii) For submission of the safe custody receipt in written form

By post or courier: S IMMO AG

c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen am Wechsel, Köppel 60

Via SWIFT: GIBAAWGGMS

(Message Type MT598 or MT599,

text must include "ISIN AT0000652250")

We request that shareholders contact their custodian bank and arrange for the issuance and submission of a safe custody receipt.

The record date has no effect on the ability to sell the shares and is also irrelevant to any dividend entitlement.

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**Safe custody receipt in accordance with Section 10a AktG**

The safe custody receipt must be issued by a custodian bank based in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information (Section 10a, para 2 AktG):

- Information regarding the issuer: name/company and address or a code commonly used in transactions between banks (BIC),
- Information regarding the shareholder: name/company, address; in the case of natural persons, also the date of birth; in the case of legal entities, the place of registry and registry number,
- Information regarding the shares: number of shares held by the shareholder, ISIN AT0000652250,
- Custody account number, securities account number or other designation,
- Date or period to which the safe custody receipt refers.

The safe custody receipt as evidence of share ownership to attend the Annual General Meeting must refer to the end of the record date **22 April 2023 (24:00 CET (Vienna time))**.

The safe custody receipt will be accepted in German or English.

The shareholders and their proxies are requested to provide a valid official photo ID for identification upon registration. Admission for the collection of voting cards starts at 10:00 a.m.

If you are attending the Annual General Meeting as an authorised representative, please bring the power of attorney with you in addition to your official photo ID. If the original power of attorney has already been sent to the company, you will have an easier time being admitted to the AGM if you have a copy of the power of attorney with you.

S IMMO AG reserves the right to verify the identity of anyone attending the meeting. If the identity cannot be verified, entrance to the meeting may be denied.

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#### IV. OPTION OF APPOINTMENT OF A PROXY AND THE PROCEDURE TO BE FOLLOWED

Any shareholder who is eligible to attend the Annual General Meeting and has demonstrated this to the company in accordance with the provisions of item III in this invitation has the right to appoint a proxy to attend the Annual General Meeting on behalf of the shareholder and have the same rights as the shareholder being represented.

The power of attorney must be granted to a specific person (a natural or legal person) in text form (Section 13 (2) AktG), although several persons may also be appointed. A power of attorney may be granted both before as well as during the Annual General Meeting. We offer the following communication channels and addresses for the submission of powers of attorney:

By post or courier:	S IMMO AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By fax:	+43 (0)1 8900 500 - 50
By e-mail:	<a href="mailto:anmeldung.simmoag@hauptversammlung.at">anmeldung.simmoag@hauptversammlung.at</a> (Please attach safe custody receipts as PDF files.)
From credit institutions also via SWIFT:	GIBAATWGGMS (Message Type MT598 or MT599, text must include "ISIN AT0000652250")

The powers of attorney must be received at one of the aforementioned addresses by no later than **28 April 2023, 16:00 CET** (Vienna time) unless they are handed over to the door monitors at the entrance of the Annual General Meeting on the day of the Annual General Meeting.

Forms for granting and revoking a power of attorney are available on the company's website at [www.simmoag.at/agm](http://www.simmoag.at/agm). To facilitate processing, we ask that you always use the provided forms. The details of the power of attorney, in particular the text form and the content of the power of attorney, can be found in the power of attorney form made available to the shareholders.

If the shareholder has granted a power of attorney to their custodian bank (Section 10a AktG), then it is sufficient for the bank to issue a declaration to the company that it has been granted power of attorney when submitting the safe custody receipt by one of the means permitted for this.

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Shareholders can also personally exercise their rights in the Annual General Meeting event after having granted the power of attorney. Personal attendance at the Annual General Meeting will be considered a revocation of the power of attorney.

The above provisions regarding the granting of power of attorney apply to the revocation of the power of attorney.

### **Independent proxy**

As a special service for shareholders, a proxy from the Austrian Shareholder Association (IVA), Feldmühlgasse 22, 1130 Vienna, Austria, is available to act as an independent proxy for exercising voting rights at the Annual General Meeting in accordance with instructions. IVA intends for Mr Florian Prischl to represent these shareholders at the Annual General Meeting. A special form for granting power of attorney to Mr Florian Prischl is available on the company's website at [www.simmoag.at/agm](http://www.simmoag.at/agm); this form may only be delivered to the company at one of the addresses for submitting powers of attorney specified above. It is also possible to contact Mr Florian Prischl of the IVA directly via phone +43 (0) 1 876 33 43 or by e-mail at [prischl.simmoag@hauptversammlung.at](mailto:prischl.simmoag@hauptversammlung.at).

As an independent proxy, Mr Florian Prischl will exercise the voting rights at the Annual General Meeting solely based on and within the limits of the instructions given by the respective shareholder in relation to the individual agenda items. The power of attorney shall be invalid if no express instructions are provided. Shareholders who wish to appoint a proxy are not obligated to appoint Mr Florian Prischl as their proxy.

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**V. NOTES ON SHAREHOLDER'S RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

**1. Additions to the agenda by shareholders in accordance with Section 109 AktG**

Shareholders whose shares individually or collectively amount to 5% of the share capital and who have been holders of these shares for at least three months prior to the motion, can submit a written request for **additional items to be put on the agenda** of this Annual General Meeting and to be published, provided the request is received by the Company in writing by no later than **11 April 2023** (midnight, CEST, Vienna time) by post or courier service at the Investor Relations Department., Attn. Mr Andreas Feuerstein, Friedrichstraße 10, 1010 Vienna, or, if by e-mail, with a qualified electronic signature, to the e-mail address [andreas.feuerstein@simmoag.at](mailto:andreas.feuerstein@simmoag.at) or by SWIFT to the address GIBAATWGGMS. "In writing" means signed by hand or by corporate signature by each applicant or, if by email, by qualified electronic signature or, if by SWIFT, with Message Type MT598 or Type MT599; whereby it is essential that ISIN AT0000652250 is stated in the text.

Each such application for an agenda item must include a proposed resolution, together with the reasons therefore. The agenda item and proposed resolution, but not its reasoning, must also be written in German. Shareholder status shall be evidenced by submission of a safe custody receipt in accordance with Section 10a AktG confirming that the requesting shareholders have held the shares for at least three months prior to the application and that the safe custody receipt is no more than seven days old at the time of its submission. Multiple safe custody receipts for shares that collectively represent only a 5% stake in the share capital must indicate the same point in time (date, time). Please refer to the information on eligibility to attend (item II. of this invitation) with regard to the other requirements for the safe custody receipt.

**2. Proposed resolutions for agenda items by shareholders in accordance with Section 110 AktG**

Shareholders whose shares individually or collectively amount to 1% of the share capital can submit **proposals for resolutions** on any item on the agenda in text form within the meaning of Section 13 para 2 AktG, together with the reasons, and request that these proposals and their reasoning, together with the names of the shareholders concerned, and any opinion of the Management Board or the Supervisory Board be published on the Company's registered website, provided the request is delivered to the Company in written or electronic form no later than 20 April 2023 (midnight, CEST,

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Vienna time) either by fax to +43 (0)1 22795 91125; by post or courier service to its business address at S IMMO AG, Investor Relations Department, Attn. Mr Andreas Feuerstein, Friedrichstraße 10, 1010 Vienna; or by e-mail at [andreas.feuerstein@simmoag.at](mailto:andreas.feuerstein@simmoag.at), with the request attached to the e-mail in written or electronic form as defined by Section 13, para. 2, AktG, for example, as a PDF. If statements are required in text form as defined by Section 13, para. 2, of the AktG, the statement must be submitted in a written instrument or by other means apt for a durable reproduction in the written form. The statement must also name the individual making said statement, and the end of the statement must be identified by a representation of the individual's signature or in some other manner. The proposed resolution, but not its reasoning, must also be written in German.

In the case of a **nomination for the election of a member of the Supervisory Board**, pursuant to Section 87, para. 2, AktG, the declaration on his or her professional qualifications, his or her professional or comparable functions as well as on all circumstances that could give rise to concerns of impartiality shall be submitted by the nominated person in lieu of the reasons.

Shareholder status shall be evidenced by submission of a safe custody receipt in accordance with Section 10a AktG that confirms that the safe custody receipt is no more than seven days old at the time of its submission. Multiple safe custody receipts for shares that collectively represent only a 1% stake in the share capital must indicate the same point in time (date, time).

Please refer to the information on eligibility to attend (item III. of this invitation) with regard to the other requirements for the safe custody receipt.

### **3. Information as defined by Section 110, para. 2, sentence 2 in conjunction with Section 86, para. 7 and para. 9, AktG**

Under agenda item 7, "Election of one person to the Supervisory Board" and any submission of a relevant nomination by shareholders in accordance with Section 110 AktG, the company makes the following disclosures:

The Supervisory Board of S IMMO AG currently consists of four members elected by the Annual General Meeting (capital representatives). Of the four capital representatives, three are men and one is a woman. Pursuant to Section 110 ArbVG (Arbeitsverfassungsgesetz), two members – one female and one male employee – were delegated to the Supervisory Board by the works council. The election is necessary because the term of office of Dr. Karin Rest, EMBA as a member of the Supervisory Board expires. As the Supervisory Board will continue to consist of four members elected by the Annual General Meeting, the minimum shareholding requirement pursuant to Section 86 para 7 AktG is not applicable.

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#### **4. Shareholders' right to information in accordance with Section 118 AktG**

At the Annual General Meeting, upon request, each shareholder shall be provided with information regarding the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The right to information also extends to the Company's legal relationships to an affiliated company as well as to the position of the Group and the companies included in the consolidated financial statements.

The information may be refused if, according to reasonable business judgement, it could cause significant harm to the Company or an affiliated company or its disclosure would constitute a criminal offence.

Requests for information should generally be made verbally at the general meeting, but may also be made in writing. Questions requiring longer preparation should be submitted to the Company in text form in good time before the Annual General Meeting in order to preserve the economy of the meeting.

Questions may be sent to the Company by fax to +43 (0)1 22795 91125 or by e-mail to [andreas.feuerstein@simmoag.at](mailto:andreas.feuerstein@simmoag.at) or by mail, courier service or in person at the business address AT-1010 Vienna, Friedrichstraße 10, Investor Relations Department, attn: Mr. Andreas Feuerstein.

#### **5. Motions from shareholders in the Annual General Meeting in accordance with Section 119 AktG**

Each shareholder has the right (regardless of their specific share ownership) to submit motions for each item on the agenda at the Annual General Meeting. If several motions have been submitted for one item on the agenda, the chairman shall determine the order of voting in accordance with section 119 (3) AktG.

However, a **shareholder motion for the election of a member of the Supervisory Board** requires the timely submission of a nomination in accordance with Section 110 AktG: only shareholders whose shares collectively amount to 1% of the share capital can nominate people for election to the Supervisory Board (agenda item 8). These nominations must be delivered to the company no later than **20 April 2023** as described above (item V paragraph 2). According to Section 87 (2) AktG, each nomination must include a declaration by the nominated person with information on their professional qualifications, their professional or comparable roles and any circumstances which could give rise to concerns regarding impartiality.

Otherwise, the shareholder motion for the election of a member of the Supervisory Board may not be taken into account during the vote.

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## 6. Information for shareholders regarding data processing

S IMMO AG processes the **personal data** of its shareholders (in particular, those defined in Section 10a, para. 2, AktG, being the name, address, date of birth, securities account number, number of shares held by the shareholder, if applicable share category, voting card number, and, if applicable, name and date of birth of the proxy) under the applicable data protection provisions, but in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act** in order to enable the shareholders to exercise their rights at the Annual General Meeting.

The processing of the shareholders' personal data is mandatory for the shareholders and their proxies to attend the Annual General Meeting in accordance with the Austrian Stock Corporation Act (AktG). The legal basis for the processing is therefore **Article 6 (1) c) of the GDPR**.

S IMMO AG is the **data controller** for the processing. S IMMO AG uses **external service providers**, such as notaries, lawyers, special proxies, banks and IT service providers, to organise the Annual General Meeting. These service providers only receive personal data from S IMMO AG that are necessary for the execution of service ordered, and they process the data only in accordance with S IMMO AG's instructions. Insofar as it is legally necessary, S IMMO AG has entered into a **data protection agreement** with these service providers.

If a shareholder attends the virtual Annual General Meeting, all of the proxies, members of the Management and Supervisory Boards, and the notary who are present will be able to view their name on the **list of participants**, which must be kept by law (Section 117 AktG), and will thereby also view the personal data (including their address and share details) contained therein. S IMMO AG is also required by law to submit its shareholders' personal data (in particular the list of participants) to the **Commercial Register (Firmenbuch)** as part of the notarial record (Section 120 AktG).

Shareholder information will be anonymised or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and unless other legal obligations require further storage. **Legal obligations regarding documentation and data retention** primarily arise from business, stock corporation and takeover laws, fiscal and tax laws, and money laundering laws. If legal claims are made by shareholders against S IMMO AG or vice versa by S IMMO AG against shareholders, the storage of personal data shall serve to **clarify and enforce claims** in individual cases. In connection with legal proceedings brought before civil courts, this may lead to the storage of data during the period of limitation plus the duration of the legal proceedings until its final legal termination.

Every shareholder has the **right of access, right to rectification, erasure ('right to be forgotten'), restriction of processing, and the right to object** at any time regarding the processing of personal data as well as the **right to data portability** in accordance with Chapter III of the GDPR. Shareholders

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can assert these rights free of charge by contacting S IMMO AG by e-mail at [media@simmoag.at](mailto:media@simmoag.at) or via the following **contact details**:

S IMMO AG

Friedrichstrasse 10, 1010 Vienna, Austria

Phone: +43 (0)1 22795-1112

Fax: +43 (0)1 22795-91112

In addition, the shareholders have the **right to lodge a complaint** with the competent **supervisory authority (Data Protection Authority)** in accordance with Article 77 of the GDPR.

Additional information on data protection can be found in the privacy policy on the S IMMO AG website [www.simmoag.at](http://www.simmoag.at).

## VI. ADDITIONAL INFORMATION AND NOTES

### 1. Total number of shares and voting rights

At the time of convening the virtual Annual General Meeting the share capital of the company was EUR 267,457,923.62, divided into 73,608,896 no-par value shares. Each share carries one vote.

At the time of the convocation, the Company holds 3,084,797 treasury shares. These shares do not confer any rights, including no voting rights.

Vienna, April 2023

The Management Board

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