

Notice of a related-party-transaction pursuant to § 95a (5) AktG (Austrian Stock Corporation Act) Vienna, 11 July 2023



S IMMO AG acquires Twin Towers in Vienna from IMMOFINANZ AG

A.D.I. Immobilien Beteiligungs GmbH and S IMMO Beteiligungen GmbH, subsidiaries of S IMMO AG and IMMOEAST Immobilien GmbH, CHB Immobilienholding GmbH and GENA ZEHN Immobilienholding GmbH, subsidiaries of IMMOFINANZ AG acquired the Twin Towers in Vienna today.

The following information is disclosed in relation to this transaction:

Name of the related party: IMMOFINANZ AG

Type of related party relationship: IMMOFINANZ AG holds 50% plus 1 share in S IMMO AG. CPI Property Group S.A. ("**CPIPG**") holds (directly and indirectly) approximately 76.87% of the shares in IMMOFINANZ AG and directly 38.37% of the shares in S IMMO AG. S IMMO and IMMOFINANZ AG are companies controlled by CPIPG.

Date of transaction: 11 July 2023

Key figures of the transaction: Main lettable area approx. 66,000 m², annual rental income approx. EUR 12.6m, property value EUR 194m, preliminary purchase price after assumption of bank liabilities approx. EUR 116.4m.

Further information: The purchase price is based on the valuation of the properties subject to purchase carried out by an external expert. A major auditing firm was commissioned with an external independent assessment of the appropriateness of the purchase price and has confirmed that the property values determined by the expert are within a customary market range. The purchase price and the other terms of the transaction are also appropriate in the opinion of the Management Board of S IMMO AG. The transaction was approved by the Management Board and Supervisory Board of S IMMO AG (in each case without the votes of those persons who are to be considered related parties in relation to the transaction or are subject to a conflict of interest). Therefore, in the opinion of S IMMO AG, the transaction is appropriate and reasonable.

Note: As CPIPG is the joint parent company of S IMMO AG and IMMOFINANZ AG, this transaction exceeds the disclosure threshold set out in section 95a (5) of the Austrian Stock Corporation Act when viewed as a group, as S IMMO Group acquired three office properties and a hotel (which is operated by a CPIPG subsidiary under a lease agreement) from CPIPG Group on 21 April 2023, as well as concluded several service agreements with subsidiaries of CPIPG (including IMMOFINANZ AG) during the course of 2023.

Pursuant to § 95a para 5 of the Austrian Stock Corporation Act (AktG), information regarding these transactions is therefore also disclosed as follows:

Purchase of three office properties and a hotel in the Czech Republic from CPIPG on 21 April 2023

CEE PROPERTY-INVEST Immobilien GmbH, a subsidiary of S IMMO AG, and CPI FIM SA and Czech Property Investments a.s., subsidiaries of CPIPG, agreed on the acquisition of three office buildings and a hotel in the Czech Republic on 21 April 2023 and completed the closing of the transaction.

We will be happy to keep you up to date with our press and investor information. If you would prefer not to receive this information, please write us a short email at media@simmoag.at and we will remove you from our distribution list immediately.

Enquiries:

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Name of the related party: CPI Property Group S.A.

Type of related party relationship: As of 21 April 2023, CPIPG directly held a total of 38.37% of the shares in S IMMO AG and (directly and indirectly) 76.87% of the shares in IMMOFINANZ AG, which in turn held 50% plus 1 share in S IMMO AG.

Date of transaction: 21 April 2023

Key figures of the transaction: main lettable area approx. 51,300 m², annual rental income approx. EUR 8.4m, property value EUR 167.7m, preliminary purchase price after assumption of shareholder loans approx. EUR 47.9m.

Further information: The purchase price is based on the valuation of the properties subject to purchase carried out by an external expert. A major auditing firm was commissioned with an external independent assessment of the appropriateness of the purchase price and has confirmed that the property values determined by the expert are within a customary market range. The purchase price and the other terms of the transaction are also appropriate in the opinion of the Management Board of S IMMO AG. The transaction was approved by the Supervisory Board of S IMMO AG (without the votes of those persons who are considered related parties in relation to the transaction). Therefore, in the opinion of S IMMO AG, the transaction is appropriate and reasonable.

Lease agreement with a subsidiary of CPIPG

The CPI Group company Hotel Lucemburská, s.r.o. operates the hotel with 161 rooms ("Hotel Courtyard by Marriott Prague City") on the basis of a lease agreement with the property holding company Lucemburská 46 a.s., which was acquired by S IMMO as part of the transaction, with a fixed rent of EUR 935,000 in 2022.

Service agreements with subsidiaries of CPIPG

Name of the related party: CPI Property Group S.A. ("CPIPG") and IMMOFINANZ AG

Type of related party relationship: IMMOFINANZ AG holds 50% plus 1 share in S IMMO AG. CPI Property Group S.A. ("CPIPG") holds (directly and indirectly) approximately 76.87% of the shares in IMMOFINANZ AG and directly 38.37% of the shares in S IMMO AG. S IMMO and IMMOFINANZ AG are companies controlled by CPIPG.

Date of transaction:

26 January 2023: Framework agreement between S IMMO AG and CPIPG for the provision of services; based thereon in the period 26 January 2023 - 27 June 2023: Conclusion of service agreements between management companies of CPIPG (CPI ROMANIA SRL, CPI Hungary Kft. and CPI Facility Slovakia, a.s.) with 18 subsidiaries of S IMMO (holding companies in Romania, Hungary and Slovakia), of two service agreements between S IMMO AG and CPI Hotels, a.s.

31 May 2023: Conclusion of a Service level agreement between S IMMO AG and IMMOFINANZ AG

Details of the transactions: For the purpose of leveraging operational synergies, subsidiaries (holding companies) of S IMMO Group and S IMMO AG have concluded service agreements with management companies of CPIPG (with remuneration restrictions to safeguard historical cost levels), as described above, and in the course of the acquisition of the above-mentioned properties in Vienna and the Czech Republic from the related legal entities, additional management contracts were assumed for the acquired properties. Under all of these contracts, S IMMO AG Group companies with real estate holdings or S IMMO AG primarily procured services, particularly in the areas of asset management, property management, accounting, finance/cash management, taxes and controlling.

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Under the service level agreement with IMMOFINANZ AG, the latter undertakes to provide cash management and credit agreement management services to S IMMO AG.

The remuneration and the remuneration methods in the concluded service agreements provide for an internationally customary remuneration based on the actual costs as well as an arm's length premium and are appropriate in the opinion of the Executive Board. The annual volume of the service agreements concluded or taken over with the related legal entities (CPIPG, IMMOFINANZ AG) in the course of 2023 can currently only be roughly estimated at around EUR 2.8m p.a.

S IMMO AG

S IMMO AG is a listed real estate investment company that is domiciled in Vienna. The company invests exclusively in the European Union, with a focus on Austria, Hungary, and capitals of other CEE countries. S IMMO's property portfolio consists primarily of offices, but also includes shopping centres, hotels and residential properties. S IMMO stands for a portfolio with strong revenues and cash flows and for profitable growth.

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