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**S IMMO AG
Vienna, FN 58358 x
ISIN AT0000652250**

**Invitation to the
29th Annual General Meeting**

We would welcome the attendance of our shareholders

on Thursday, 3 May 2018, at 10:30 am
at the Vienna Marriott Hotel at Parkring 12a, 1010 Vienna, Austria,

for the 29th Annual General Meeting of
S IMMO AG, with its registered office in Vienna, FN 58358 x.

A. Agenda (section 106 (3) Austrian Stock Corporation Act (AktG))

1. Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2017, the consolidated financial statements including the Group management report as of 31 December 2017, the proposal for the distribution of profits and the report of the Supervisory Board for the financial year 2017.
2. Resolution on the appropriation of the net profit reported in the annual financial statements for 2017.
3. Resolution discharging the members of the Management Board for the financial year 2017.
4. Resolution discharging the members of the Supervisory Board for the financial year 2017.
5. Resolution on the remuneration of the Supervisory Board

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6. Election of the auditor of the annual and consolidated financial statements for the financial year 2018.
7. Elections to the Supervisory Board.
8. Resolution authorising the Management Board, with the approval of the Supervisory Board, to increase the share capital by up to EUR 48,628,711.07 to up to EUR 291,772,280.97 through the issue of up to 13,383,435 no-par value bearer shares in accordance with section 169 AktG (authorised capital) against cash contributions and/or contributions in kind while authorising the Management Board to exclude shareholders' subscription rights and amend the articles of association accordingly.
9. Resolution
 - a) authorising the Management Board, in accordance with section 174 AktG, within five years of the passing of the resolution and with the approval of the Supervisory Board, to issue for cash, in one or more tranches, convertible bonds carrying the right of conversion or subscription to up to 13,383,435 no-par value bearer shares in the company representing a proportionate interest in the share capital of the company of up to EUR 48,628,711.07 while also authorising the Management Board, with the approval of the Supervisory Board, to exclude subscription rights of existing shareholders to convertible bonds, and to determine all other terms and conditions of the convertible bonds, including their issue price and the conversion procedures, and
 - b) revoking the conditional share capital increase approved at the Annual General Meeting of 1 June 2012 while simultaneously replacing it with the new conditional share capital increase of up to EUR 48,628,711.07 through the issue of up to 13,383,435 new no-par value bearer shares in order to grant conversion or subscription rights to the owners of convertible bonds and amending section 4 (7) of the articles of incorporation accordingly.
10. Resolution on the amendment of the articles of incorporation in §13
11. Management Board report in accordance with section 65 (3) AktG in connection with treasury shares and resolutions authorising the Management Board to repurchase and dispose of treasury shares, including in a manner other than through the stock exchange or through a public offer, while also authorising the

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Management Board when doing so, with the approval of the Supervisory Board, to exclude the shareholders' general right of tender and subscription and/or general option to purchase and authorising the Management Board, with the approval of the Supervisory Board, to cancel treasury shares while revoking the relevant authorisations existing at the time.

B. Provision of information (section 106 (4) AktG)

In accordance with section 108 AktG the following documents must be published on the registered website of the company (www.simmoag.at) as of the 21st day before the Annual General Meeting, that is, as of 12 April 2018, and will also be available at the Annual General Meeting:

- Convocation
- Proposed resolutions of the Management Board and the Supervisory Board on the individual agenda items
- Annual financial statements for the financial year 2017 including the management report
- Consolidated financial statements for the financial year 2017 including the Group management report
- Management Board's proposal for the distribution of profits
- Corporate governance report for the financial year 2017
- Report of the Supervisory Board in accordance with section 96 AktG
- Annual report for the financial year 2017
- Separate non-financial report
- Declarations and CVs of the candidates nominated by the Supervisory Board for election to the Supervisory Board in accordance with section 87 (2) AktG
- Report of the Management Board justifying the exclusion of subscription rights in relation to agenda item 8 (authorisation of the Management Board in connection with the authorised capital)
- Report of the Management Board justifying the exclusion of subscription rights in relation to agenda item 9 (authorisation of the Management Board in connection with the issue of convertible bonds)
- Report of the Management Board justifying the exclusion of the shareholders' general right of tender and subscription and general option to purchase in relation to agenda item 11 (authorisation of the Management Board to repurchase and dispose of shares)
- Comparison of the articles of association
- Forms for granting and revoking a power of attorney, including for the proxy nominated by the company

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C. NOTES ON SHAREHOLDERS' RIGHTS (SECTION 106 (5) AKTG)

1. Submission of agenda items by shareholders (section 109 AktG)

Shareholders who have individually or collectively held shares amounting to 5% of the share capital for at least three months prior to tabling the motion may submit a written request for additional items to be put on the agenda for the Annual General Meeting and published. Each such application for an agenda item must include a proposed resolution, together with the reasons.

The applicant must provide evidence of their share ownership. A safe custody receipt pursuant to section 10a AktG is required for this purpose in the case of bearer shares deposited with a custodian. It 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. The safe custody receipt may not be more than seven days old at the time of its submission to the company and must provide confirmation that the shareholders have held the shares continuously for at least three months prior to tabling the motion. In the case of several shareholders who only reach the required share ownership of 5% of the share capital collectively, the safe custody receipts for all the shareholders must relate to the same point in time (date, time).

Please refer to the information on eligibility to attend (item D) with regard to further information the safe custody receipt is required to contain. The written application for the inclusion of a further agenda item must be delivered to the company, together with the above evidence of share ownership, by no later than the 21st day before the Annual General Meeting, that is, no later than 12 April 2018, at its business address at Friedrichstrasse 10, 1010 Vienna, Austria, for the attention of Andreas Feuerstein, Investor Relations department.

2. Resolutions proposed by shareholders (section 110 AktG)

Shareholders whose shares individually or collectively amount to 1% of the share capital may submit proposals for resolutions on each agenda item to the company in text form, together with the reasons and request that these proposals, together with the names of the shareholders concerned, the associated reasons and any opinion of the Management Board or the Supervisory Board are made accessible on the company's website (www.simmoag.at). In the case of a nomination for the election of a member of the Supervisory Board, the declaration by the nominated person pursuant to section 87 (2) AktG is submitted in lieu of the reasons.

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The applicant must provide evidence of their share ownership. A safe custody receipt pursuant to section 10a AktG is required for this purpose in the case of bearer shares deposited with a custodian. It 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. The safe custody receipt may not be more than seven days old at the time of its submission to the company. In the case of several shareholders who only reach the required share ownership of 1% of the share capital collectively, the safe custody receipts for all the shareholders must relate to the same point in time (date, time). Please refer to the information on eligibility to attend (item D) with regard to the further information the safe custody receipt is required to contain.

The proposed resolution must be delivered to the company, together with the above evidence of share ownership, by no later than the seventh working day before the Annual General Meeting, that is, no later than 23 April 2018,

- by e-mail to the address andreas.feuerstein@simmoag.at, attaching the request to the e-mail in text form, for example as a PDF
- by post, by courier service or in person to its business address at Friedrichstrasse 10, 1010 Vienna, Austria, for the attention of Andreas Feuerstein, Investor Relations department, or
- by fax to fax number +43 (0) 1 22795 91125.

In the case of a nomination for the election of one or more persons to the Supervisory Board (agenda item 7), the declaration(s) by the nominated person(s) pursuant to section 87 (2) AktG is/are submitted in lieu of the reasons. The nominated person(s) must include information on their professional qualifications, their professional or comparable roles and disclose all circumstances that could give rise to concerns regarding impartiality.

Each proposed resolution must (also) be submitted in a German-language version.

Disclosures pursuant to section 110 (2) sentence 2 AktG:

The company makes the following disclosures in relation to agenda item 7 “Elections to the Supervisory Board” and any submission of relevant nominations by shareholders in accordance with section 110 AktG:

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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. At the end of the 28th Annual General Meeting of 8 June 2017 the Supervisory Board comprised eight members elected by the Annual General Meeting.

The Supervisory Board currently comprises seven members elected by the Annual General Meeting, namely one woman and six men, which means that the minimum proportion requirement under section 86 (7) AktG is not currently met.

Mr. Ralf Zeitlberger has resigned his seat in the Supervisory Board as of the end of the forthcoming 29th Annual General Meeting.

Two members are to be elected at the forthcoming Annual General Meeting on 3 May 2018 in order to reach the previous number of eight members once again.

If, in relation to agenda item 7 “Elections to the Supervisory Board”, there is no increase in the number of members pursuant to the articles of incorporation, in cases where nominations are submitted by shareholders and such nominations are accepted it must be ensured that at least two of the eight members of the Supervisory Board are women.

3. Right to information (section 118 AktG)

Upon request at the Annual General Meeting 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 and business relationships to an affiliated company.

The request for information may be refused if

1. according to reasonable business judgement it could cause significant harm to the company or an affiliated company or
2. its disclosure would constitute a criminal offence.

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Questions whose answers require a certain amount of preparation time should be submitted to the company in text form in good time before the Annual General Meeting in order to ensure the meeting runs efficiently.

The questions may be submitted to the company

- by e-mail to the address andreas.feuerstein@simmoag.at
- by post, by courier service or in person to its business address at Friedrichstrasse 10, 1010 Vienna, Austria, for the attention of Andreas Feuerstein, Investor Relations department, or
- by fax to fax number +43 (0) 1 22795 91125.

D. Record date and requirements for attendance at the Annual General Meeting (section 106 (6) and (7) AktG):

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 the tenth day before the date of the Annual General Meeting (record date)**, that is, **23 April 2018 (Monday), 24:00 CET (Vienna time)**.

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.

In the case of bearer shares deposited with a custodian a safe custody receipt pursuant to section 10a AktG is required as evidence of share ownership on the record date. It 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.

The safe custody receipt must contain the following information (section 10a (2) AktG):

- Information regarding the issuer: name (company) and address or a code commonly used in transactions between banks
- Information regarding the shareholder: name/company, address, date of birth for natural persons, where applicable register and register number for legal persons

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- Information regarding the shares: number of shares held by the shareholder, name of the share category or the standard international securities identification number
- Custody account number or another description
- Information showing that the confirmation relates to the custody account balance on 23 April 2018 at 24:00 CET (Vienna time).

The safe custody receipt may be issued in German or English. The safe custody receipt must arrive by no later than the third working day before the Annual General Meeting, that is, no later than 27 April 2018 at 24:00 CET (Vienna time), by one of the following means only:

- as a paper document containing the company signature of the issuing bank by post or courier service to the address HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St Lorenzen am Wechsel, Austria
- by fax to fax number +43 (0) 1 8900 500 extn. 85
- by e-mail to the address anmeldung.simmoag@hauptversammlung.at, attaching the safe custody receipt to the e-mail as a PDF, or
- by SWIFT to the address GIBAATWGGMS (message type MT598, making certain to include the ISIN AT0000652250).

We request that banks submit safe custody receipts in collated (listed) form if possible.

Entry to the Annual General Meeting

Submission of the safe custody receipt simultaneously counts as registration for the Annual General Meeting. We request that shareholders or their proxies present official photo identification (driving licence, passport, identity card) at the entrance to the Annual General Meeting to verify their identity. We request that you allow for the expected large number of attendees and the now customary security precautions when planning your schedule. Admission for the collection of voting cards starts at 10:00 am.

E. Appointing a proxy (section 106 (8) AktG)

In accordance with section 113 AktG any shareholder who is eligible to attend the Annual General Meeting has the right to appoint a natural or legal person as a proxy. The proxy attends the Annual General Meeting on behalf of

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the shareholder and has the same rights as the shareholder they are representing. Each power of attorney must identify the proxy by name. The shareholder is not restricted in terms of the number of persons they appoint as proxies or in the selection of such persons; however, the company itself or a member of the Management Board or the Supervisory Board may exercise voting rights as a proxy only insofar as the shareholder has issued express instructions in relation to the individual agenda items.

The power of attorney must be granted to a specific person. Powers of attorney must be granted and revoked in text form.

A shareholder may grant power of attorney to their custodian bank following consultation with such bank. In such a case 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 (see above); it is not necessary to submit the power of attorney itself to the company in such a case.

The shareholder may revoke a power of attorney they have granted. The revocation only becomes effective upon receipt by the company. Declarations regarding the granting and revocation of powers of attorney may be submitted by one of the following means only:

- by post or courier service to the address HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St Lorenzen am Wechsel, Austria
- by fax to fax number +43 (0) 1 8900 500 extn. 85
- by e-mail to the address anmeldung.simmoag@hauptversammlung.at, attaching the power of attorney to the e-mail as a PDF, or
- by submitting it in person at the entrance to the AGM or
- by banks pursuant to section 114 (1) sentence 4 AktG via SWIFT to the address GIBAATWGGMS (message type MT598, making certain to include the ISIN AT0000652250).

The power of attorney or a revocation of the power of attorney must be received by 16:00 CET (Vienna time) on the day before the Annual General Meeting (that is, 2 May 2018). After that, the power of attorney or a revocation must be submitted in person on the day of the Annual General Meeting upon registration at the meeting venue.

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Vienna, 03 May 2018



The company has provided forms for granting power of attorney on its website (www.simmoag.at). Use of the forms provided on the website is recommended in order to facilitate the administration of powers of attorney.

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 Beckermann to represent these shareholders at the Annual General Meeting. A special form for granting power of attorney to Mr Florian Beckermann is available on the company's website at www.simmoag.at; this form may only be delivered to the company at one of the addresses (fax, e-mail, post) for submitting powers of attorney specified above. It is also possible to contact Mr Florian Beckermann of the IVA directly at phone +43 (0) 1 876 33 43-0, fax +43 (0) 1 876 33 43-39 or by e-mail at florian.beckermann@iva.or.at. Please note that the proxy cannot accept any requests to speak at the meeting, raise objections against resolutions of the Annual General Meeting, ask questions or table motions.

F. Disclosures regarding transmission of the Annual General Meeting (section 106 (2) AktG)

Please note that there will be no visual or audio transmission of the Annual General Meeting.

G. Total number of shares and voting rights (section 106 (9) AktG)

At the time of convening the Annual General Meeting the share capital of the company was EUR 243,143,569.90, divided into 66,917,179 no-par value shares. Each share carries one vote. The company has 715,424 treasury shares at the time of convening the Annual General Meeting. These shares do not confer any rights. The total number of shares carrying attendance and voting rights thus amounts to 66,201,755 at the time of convening the Annual General Meeting.

Vienna, in April 2018

The Management Board

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