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VERSION IS LEGALLY BINDING AND DECISIVE!!!**

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

**Invitation to the
30th Annual General Meeting**

We hereby welcome the attendance of our shareholders

on Friday, 14 June 2019, at 10:30 a.m.
at the Vienna Marriott Hotel at Parkring 12a, 1010 Vienna, Austria,

to the 30th Annual General Meeting of
S IMMO AG, with its registered office in Vienna, FN 58358 x.

I. AGENDA

1. Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2018, the consolidated financial statements including the Group management report as of 31 December 2018, the proposal for the distribution of profits, and the report of the Supervisory Board for the financial year 2018.
2. Resolution on the appropriation of net profit
3. Resolution discharging the members of the Management Board for the financial year 2018
4. Resolution discharging the members of the Supervisory Board for the financial year 2018
5. Election of the auditor of the annual and consolidated financial statements for the financial year 2019
6. Election of one person to the Supervisory Board

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

The following documents, in particular, will be available **as of 24 May 2019** at the latest on the company's registered website at **www.simmoag.at**:

- 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,

in each case for the financial year 2018;

- Proposed resolutions for agenda items 2 to 6,
- Candidate statement and curriculum vitae for election to the Supervisory Board as agenda item 6 in accordance with section 87 (2) Austrian Stock Corporation Act (AktG),
- 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.

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 04 June 2019, 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 11 June 2019 (24:00 CET (Vienna time)):

(i) For submission of the safe custody receipt in text form, which satisfies the articles of association in accordance with section 11 (9)

By fax: +43 (0)1 8900 500 - 85

By e-mail: **anmeldung.simmoag@hauptversammlung.at**

(Safe custody receipts as a PDF)

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

By post or S IMMO AG

courier c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen am Wechsel, Köppel 60

Via SWIFT GIBAAWGGMS

(message type MT598 or MT599,

making certain to include the 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.

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:

- 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, date of birth for natural persons; where applicable, register and register number for legal persons,
- Information regarding the shares: number of shares held by the shareholder, ISIN AT0000652250,
- custody account number or another description,
- Point in time 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 **04 June 2019** (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.

IV. OPTION OF APPOINTING A PROXY AND THE PROCEDURE TO BE OBSERVED

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 - 85
By e-mail:	anmeldung.simmoag@hauptversammlung.at (Powers of attorney as a PDF)
by banks pursuant to section 114 (1) sentence 4 AktG also via SWIFT	GIBAATWGGMS (message type MT598 or MT599, making certain to include the ISIN AT0000652250)

The powers of attorney must be received at one of the aforementioned addresses by no later than **13 June 2019**, 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**. 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.

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 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 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.

As an independent proxy, Mr Florian Beckermann 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 Beckermann as their proxy.

V. NOTES ON SHAREHOLDERS' RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG

1. ADDITIONS TO THE AGENDA BY SHAREHOLDERS IN ACCORDANCE WITH SECTION 109 AKTG

Shareholders whose shares 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 may submit a written request for **additional items to be put on the agenda** for the Annual General Meeting and published, provided the request is delivered to the company in writing by no later than **24 May 2019** (24:00 CET (Vienna time)) by post or courier service to its business address at Friedrichstrasse 10, 1010 Vienna, Austria, for the attention of Andreas Feuerstein, Investor Relations department. Each such application for an agenda item must include a proposed resolution, together with the reasons. The text of the agenda item and proposed resolution must be submitted in a German-language version.

Shareholder status shall be evidenced by submission of a safe custody receipt in accordance with section 10a AktG that confirms 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. 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 III) 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 collectively amount to 1% of the share capital may submit **proposals for resolutions** on each agenda item, 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 be published on the company's registered website, provided the request is delivered to the company in text form by no later than **04 June 2019** (24:00 CET (Vienna time)) either by fax to +43 (0)1 22795 91125 or to its business address at Friedrichstrasse 10, 1010 Vienna, Austria, for the attention of Andreas Feuerstein, Investor Relations department, or by e-mail to andreas.feuerstein@simmoag.at, with the request attached to the e-mail in text form, for example as a PDF.

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

In the case of a **nomination for the election of a member of the Supervisory Board**, pursuant to section 87 (2) AktG, the 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 shall be submitted 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. 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 III) with regard to the other requirements for the safe custody receipt.

3. INFORMATION AS DEFINED BY SECTION 110 (2) SENTENCE 2 IN CONJUNCTION WITH SECTION 86 (7) AND (9) AKTG.

On Agenda Item 6. The company makes the following disclosures in relation to “Election of one person to the Supervisory Board” and any submission of a relevant nomination by shareholders in accordance with section 110 AktG:

The Supervisory Board of S IMMO AG currently consists of eight members elected by the Annual General Meeting (shareholder representatives). Of the eight shareholder representatives, five are men and three are women.

No Supervisory Board members were delegated by a Works Council according to section 110 of the Austrian Labour Constitution Act (ArbVG), and there is therefore no statement as to whether an objection was raised in accordance with section 86 (9) AktG.

Section 8 (1) of the articles of association of S IMMO AG specifies that the Supervisory Board is comprised of up to ten members elected by the Annual General Meeting.

On any submission of a relevant nomination by shareholders in accordance with section 110 AktG in relation to agenda item 6. In relation to “Election of a person to the Supervisory Board”, in cases where nominations are accepted it must be ensured that at least two of the eight members of the Supervisory Board are women.

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 and business 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 must be submitted verbally at the Annual General Meeting, but may also be in writing.

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

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 6). These nominations must be delivered to the company no later than **04 June 2019** 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.

Please refer to the information in item V paragraph 3 with regard to the information pursuant to section 110 (2) sentence 2 in conjunction with section 86 (7) and (9) AktG.

6. INFORMATION ON THE PRIVACY OF THE SHAREHOLDERS

S IMMO AG processes the **personal data** of its shareholders (in particular, those as defined in section 10a (2) AktG, the data are 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 in order for the shareholders and their proxies to attend at 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, 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 the ordered service, 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 Annual General Meeting, all of the present shareholders or their proxies, members of the Management and Supervisory Boards, the notary and all other persons with a legal right to participate shall be able to view their name in the **list of participants**, which must be kept by law (section 117 AktG), and thereby also view the personal data (including their name, 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 can assert these rights free of charge by contacting S IMMO AG by e-mail at 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).

VI. ADDITIONAL INFORMATION AND NOTES

1. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

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, not even the right to vote.

Vienna, May 2019

The Management Board