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

**Proposed resolutions of the Management Board and the Supervisory Board for the
30th Annual General Meeting
14 June 2019**

- 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.**

Since the presentation of the aforementioned documents only serves the information of the Annual General Meeting, there are no resolutions on this agenda item. The annual financial statements for 2018 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 66,917,179 shares. The company currently holds 715,424 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 66,201,755.

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

From the distributable net profit recognised in the annual financial statements of S IMMO AG as of 31 December 2018, in the amount of EUR 60,043,470.96, a dividend of EUR 0.70 (seventy euro cents) per no-par share entitled to a dividend will be paid out to the holders of the total of 66,201,755 shares in the company being entitled to a dividend, therefore EUR 46,341,228.50 will be distributed, and the remaining net profit of EUR 13,702,242.46 will be carried forward to new account.

The dividend is payable on 25 June 2019 (dividend payment date); ex-dividend date is 21 June 2018. The record date for determining entitled shareholdings is 24 June 2019.

3. Resolution discharging the members of the Management Board for the financial year 2018

The Management Board and the Supervisory Board propose to discharge the members of the Management Board in office in the financial year 2018 for this period.

4. Resolution discharging the members of the Supervisory Board for the financial year 2018

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board in office in the financial year 2018 for this period.

5. Election of the auditor of the annual and consolidated financial statements for the financial year 2019

In line with the recommendation of the audit committee, the Supervisory Board proposes to 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 2019.

6. Election of one person to the Supervisory Board

At the end of the upcoming ordinary Annual General Meeting, the term of office of Member of the Supervisory Board Christian Hager will expire.

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. At the forthcoming Annual General Meeting, one member will need to be elected to reach the previous number once again.

The Supervisory Board proposes to renew this mandate so that the Supervisory Board, following the Annual General Meeting election on 14 June 2019, once again consists of eight members elected by the Annual General Meeting.

The Supervisory Board made the following nomination on the basis of the requirements of section 87 (2a) AktG and the Code of Corporate Governance.

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 and 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.

There is no objection pursuant to Section 86(9) AktG against total fulfilment of the quota by the majority of the shareholder representatives therefore the minimum quota requirement pursuant to Section 86 (7) Stock Corporation Act will not be fulfilled separately but in its entirety.

The Supervisory Board proposes reelecting Christian Hager, born in 1967, to the Supervisory Board effective as of the end of this Annual General Meeting, in accordance with section 8 (3) of the articles of association or section 87 (7) AktG, until the end of the Annual General Meeting that decides the discharge for the financial year 2023.

The nominated candidate has submitted a statement pursuant to section 87 (2) AktG, which can be viewed together with his detailed CV on the company's website, and in particular declares that

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

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 06 June 2019 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 04 June 2019 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. Resolutions on Amendments of the Articles of Association in Section 13

The Management and Supervisory Board consider the resolution proposals submitted by IMMOFINANZ AG regarding this agenda item as not in the interest of the company and its stakeholders (see also the separate publications on the Company's website). The Management and Supervisory Board therefore recommend not to approve the proposed amendments to the Articles of Association in the upcoming Annual General Meeting of 2019.