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S IMMO AG
Vienna, FN 58358 x
ISIN AT0000652250

**Agenda of the
31st Annual General Meeting
on Monday, 12 October 2020, at 10:00 a.m.**

1. Presentation of the adopted annual financial statements including the management report
Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2019, the consolidated financial statements including the Group management report as of 31 December 2019, the proposal for the distribution of profits, and the report of the Supervisory Board for the financial year 2019.
2. Resolution on the appropriation of net profit
3. Resolution discharging the members of the Management Board for the financial year 2019
4. Resolution discharging the members of the Supervisory Board for the financial year 2019
5. Election of the auditor of the annual and consolidated financial statements for the financial year 2020
6. Election of four persons to the Supervisory Board
7. Resolution on compensation policy
8. Resolution on authorisation, with the approval of the Supervisory Board, to increase the share capital by as much as EUR 133,728,961.81 to as much as EUR 401,186,885.43 by issuing as many

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as 36,804,448 ordinary bearer shares pursuant to Section 169, “Authorised Capital”, of the Aktiengesetz (AktG – Austrian Stock Corporation Act) in exchange for contributions in cash or in kind. This shall also include authorisation of the Management Board to exclude shareholders’ subscription rights and make the appropriate amendment to the Articles of Incorporation (Authorised Capital 2020), rescinding the authorised capital approved at the Annual General Meeting on 03 May 2018 in the amount not utilised thus far.

9. Resolution on the following items:

- a) Authorisation of the Management Board in accordance with section 174 AktG, with the approval of the Supervisory Board, to issue convertible bonds with a conversion or pre-emption right to up to 7,360,889 no-par-value bearer shares in the Company with a pro rata amount of the share capital of up to EUR 26,745,790.18 in one or more tranches at present value within five years of the resolution. This also includes the authorisation of the Management Board, with the approval of the Supervisory Board, to disapply shareholders’ pre-emption rights to the convertible bonds and determine all further conditions of the convertible bonds, their issuance and conversion process; and
- b) The rescission of the contingent increase in share capital approved at the Annual General Meeting on 03 May 2018, at the same time replacing it with the new contingent increase in share capital by as much as EUR 26,745,790.18 by issuing as many as 7,360,889 new, ordinary bearer shares for granting conversion or subscription rights to the holders of convertible bonds and the corresponding amendment to Article 4, para. 7, of the Articles of Incorporation;

10. Resolutions concerning authorisation of the Management Board to buy back and sell treasury shares of the company by other means than through the stock exchange or a public offering, also involving authorisation of the Management Board, with the approval of the Supervisory Board, also to exclude shareholders’ general option to sell and right of subscription as well as their general purchase option, plus authorisation of the Management Board, with the approval of the Supervisory Board, to cancel treasury shares, rescinding the currently existing rights associated therewith and the report by the Management Board pursuant to Section 65, para. 3, of the AktG, pertaining to treasury shares;

11. Resolution on the amendment of Article 7(2), of the Articles of Association by eliminating the final sentence.

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