

*This is a working translation from the German version and for convenience only.*

## **ANNEX 1 - AGENDA INCLUDING PROPOSED RESOLUTIONS AND REASONS**

### **Agenda item 1:**

#### **Revocation of appointment and election of members of the Supervisory Board**

The shareholder CPI PROPERTY GROUP S.A. proposes in accordance with Section 105 (3) AktG and requests that the General Meeting adopt the following resolutions:

### **DECISION**

1. The appointment of Supervisory Board member Ulrich Steffen Ritter, who was elected by the Annual General Meeting, is hereby revoked with effect from the end of today's Extraordinary General Meeting.
2. The appointment of Supervisory Board member John Verpeleti, who was elected by the Annual General Meeting, is hereby revoked with effect from the end of today's Extraordinary General Meeting.
3. The appointment of Supervisory Board member Martin Němeček, who was elected by the Annual General Meeting, is hereby revoked with effect from the end of today's Extraordinary General Meeting.
4. Mr Vladislav Jirka, born on 24 April 1978, is elected to the Supervisory Board of the company in place of Dr Karin Rest, EMBA, with effect from the end of today's Extraordinary General Meeting until the end of the General Meeting that resolves on the discharge for the 2026 financial year (General Meeting 2027).
5. Mr Matej Csenky, born on 16 May 1983, is elected to the Supervisory Board of the company in place of Mr Ulrich Steffen Ritter with effect from the end of today's Extraordinary General Meeting until the end of the General Meeting that resolves on the discharge for the 2025 financial year (General Meeting 2026).
6. Mr Vít Urbanec, born on 6 October 1970, is elected to the Supervisory Board of the company in place of Mr John Verpeleti with effect from the end of today's Extraordinary General Meeting until the end of the General Meeting that resolves on the discharge for the 2025 financial year (General Meeting 2026).
7. Mr Martin Matula, born on 18 December 1980, is elected to the Supervisory Board of the company in place of Mr Martin Němeček with effect from the end of today's Extraordinary General Meeting until the end of the General Meeting that resolves on the discharge for the 2025 financial year (General Meeting 2026).

## REASON

In accordance with Section 10 (1) of the Articles of Association of S IMMO AG, the Supervisory Board consists of up to six members elected by the members elected at the Annual General Meeting.

The Supervisory Board of S IMMO AG currently (and in future) consists of four members elected by the Annual General Meeting. The applicability threshold of Section 86 (7) AktG is therefore not met.

The Chairwoman of the Supervisory Board, Dr Karin Rest, EMBA, announced on 11 December 2023 that she would be resigning from the Supervisory Board with effect from 15 January 2024 in accordance with the company's Articles of Association. Furthermore, there are differences of opinion with Supervisory Board members Ulrich Steffen Ritter and John Verpeleti regarding the definition of the company's strategic direction, in particular with regard to measures that CPIPG currently believes should be taken. We would also like to take this opportunity to release Mr Martin Němeček, who has resigned from his position as CEO and member of the Board of Directors of CPIPG, from his duties at the company and replace him as CPIPG's representative on the company's Supervisory Board.

These election proposals are accompanied by the CVs of the proposed candidates and the candidates' declarations pursuant to Section 87 (2) AktG regarding their qualifications, comparable functions and impartiality.

### Agenda item 2:

#### **Amendment to Article 17 of the Articles of Association to implement the provisions of the Virtual Shareholders' Meetings Act**

The shareholder CPI PROPERTY GROUP S.A. proposes in accordance with Section 105 (3) AktG and requests that the General Meeting adopt the following resolutions:

## DECISION

Article 17 (heading) of the company's Articles of Association is amended as follows

### "§ 17

#### **Convening, remote participation, remote voting, virtual General Meeting"**

and amended § 17 (8) to (11) as follows:

*"(8) The Management Board may also decide, with the consent of the Supervisory Board, to hold the General Meeting either (i) as a General Meeting without the physical presence of the participants (virtual General Meeting) or (ii) as an General Meeting at which the individual participants can choose between physical and virtual participation (hybrid General Meeting). If such a General Meeting is convened by the Supervisory Board, it must decide on the aforementioned modalities of the General Meeting. The organisational and technical specifications for a virtual or hybrid General Meeting must be made by the convening body, unless otherwise stipulated by law. The organisational and technical requirements for participation in the virtual General Meeting are to be made available to the shareholders together with the convening of the General Meeting or at the latest from the 21st day before the General Meeting on the company's website.*

*(9) The virtual General Meeting is broadcast to participants visually and acoustically in real time. The virtual General Meeting may also be broadcast publicly. In accordance with the statutory provisions, shareholders have the opportunity to make statements during the virtual General Meeting by means of electronic communication such as e-mail. If a shareholder is given the floor*

*by the Chairman, the Chairman must also grant them the opportunity to speak via video communication. The Chairman shall decide on the order of the speeches and also on the time up to which speeches may be made or questions may be asked.*

*(10) At a virtual General Meeting, the company must at its expense provide shareholders with at least two suitable special proxies who are independent of the company and who can be authorised by shareholders to propose resolutions, cast votes and, if necessary, raise an objection at the virtual General Meeting. In addition, in accordance with the applicable statutory provisions, the company provides shareholders with an electronic communication channel, e.g. via email, which they can use to submit questions and motions for resolutions to the company no later than the third working day before the General Meeting. Questions and proposed resolutions submitted in this way must be read out at the General Meeting or brought to the attention of shareholders in another suitable manner, e.g. on the company's website. In accordance with the statutory provisions, the company must also ensure that shareholders can exercise their voting rights by means of electronic communication and, if necessary, raise objections in this way. Depending on the technical possibilities, the company may set up a special e-mail address on the day of the General Meeting or make other technical arrangements (e.g. voting software, internet portal) that can be used by shareholders to exercise their voting rights or raise objections.*

*(11) The provisions of Section 17 (8 - 10) shall apply until the end of the 2029 financial year."*

## **REASON**

The regulations on remote participation and remote voting of shareholders provided for in Section 17 (4) to (7) of the company's Articles of Association are to be supplemented by the provisions of the Virtual Shareholders' Meetings Act (VirtGesG). This amendment is in the interest of all shareholders of the company. The organisation of general meetings represents a considerable cost factor, particularly for listed stock corporations. A virtual General Meeting results in savings in the areas of rent, energy, transport, security and catering. In addition, a virtual meeting can significantly reduce CO<sub>2</sub> emissions as there is no need to travel. Paper consumption is also significantly lower with a virtual General Meeting. The wide range of options for organising the General Meeting gives a broad national and international shareholder base the opportunity to participate in the General Meeting virtually and exercise their rights digitally; this helps to increase and diversify the presence at the General Meeting.