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IMMOFINANZ AG: Publication of the intention to launch a voluntary public takeover offer to the shareholders of S IMMO AG

IMMOFINANZ AG announces pursuant to Section 5 of the Austrian Takeover Act that the Management Board and the Supervisory Board of IMMOFINANZ AG have decided today to launch a voluntary public takeover offer to acquire a controlling interest pursuant to Section 25a of the Austrian Takeover Act for all outstanding no-par value bearer shares of S IMMO AG (ISIN AT0000652250) not owned by the Bidder.

The Offer Price per Share of S IMMO AG shall amount to EUR 18.04 on a *cum-dividend* basis. This means that the Offer Price per S IMMO Share will be reduced by the amount of any dividend per Share of S IMMO AG declared between this announcement and the settlement of an offer, if the settlement of an offer takes place after the relevant Dividend Record Date.

The price of EUR 18.04 corresponds to the closing price of the S IMMO-Share in the Official Market (Prime Market) of the Vienna Stock Exchange on Friday, 12 March 2021. In relation to the volume-weighted average share price of S IMMO AG of the last six months of EUR 15.86 per share, the premium amounts to approximately 13.75%.

IMMOFINANZ AG currently holds 19,499,437 shares, corresponding to approximately 26.49% of the outstanding share capital of S IMMO AG. The treasury shares of S IMMO AG are excluded from the offer. S IMMO AG holds 2,633,354 treasury shares (as of 07 March 2021). The holdings of treasury shares may increase to up to 2,916,381 no-par value shares in accordance with the terms of the current share repurchase program of S IMMO AG. Based on the current number of treasury shares, an offer therefore comprises the acquisition of up to 51,476,105 no-par value shares, corresponding to approximately 69.93% of the share capital of S IMMO AG.

For a voluntary takeover offer to acquire a controlling interest (Section 25a Austria Takeover Act), the statutory minimum acceptance threshold of 50% plus 1 share of all S IMMO-shares that are the subject of the offer is applicable. This condition does not apply in the case of conversion into a mandatory takeover offer.

The completion of the offer will be subject to the condition precedent that the shareholders' meeting of S IMMO AG resolves upon an amendment to the Articles of Association to cancel Section 13 para (3) of the Articles of Association (maximum voting right) and that this amendment to the Articles of Association is entered in the commercial register. IMMOFINANZ AG will propose a respective resolution of the shareholders' meeting.

The completion of the offer will also be subject to merger control clearance, in particular in Austria, Germany, Romania, Slovakia and Hungary, as well as other customary closing conditions, such as that S IMMO AG (i) does not increase its share capital, (ii) does not sell or transfer treasury shares (iii) does not issue convertible bonds and (iv) does not violate the prohibition of prevention and objectivity under takeover law and (v) does not incur a loss amounting to half of the share capital of S IMMO AG or initiate insolvency or reorganisation proceedings or proceedings under the Austrian Business Reorganization Act. The details of the closing conditions will be set out in the offer document.

In particular, IMMOFINANZ AG reserves the right to undertake parallel transactions to obtain a controlling interest in S IMMO AG (conversion into a mandatory offer bid). In this case, the voluntary public takeover offer to acquire a controlling interest will be converted *ex lege* into a mandatory takeover offer, whereby in particular the statutory minimum acceptance threshold for the offer will no longer apply.

On IMMOFINANZ

IMMOFINANZ is a commercial real estate group whose activities are focused on the office and retail segments of seven core markets in Europe: Austria, Germany, Poland, Czech Republic, Slovakia, Hungary and Romania. The core business covers the management and development of properties, whereby the STOP SHOP (retail), VIVO! (retail) and myhive (office) brands represent strong focal points that stand for quality and service. The real estate portfolio has a value of approx. EUR 4.9 billion and covers approx. 210 properties. IMMOFINANZ is listed on the stock exchanges in Vienna (leading ATX index) and Warsaw. Further information under <http://www.immofinanz.com>

IMPORTANT INFORMATION

This ad hoc announcement is a mandatory notification pursuant to Art 17 of the Market Abuse Regulation (EU) No. 596/2014 as well as to Section 5 para 3 Austrian Takeover Act and has been issued by IMMOFINANZ AG (IMMOFINANZ) solely for the purpose of disclosing inside information and publishing the intention to make a takeover offer for the shares of S IMMO AG (Takeover Offer). The announcement is for information purposes only. Moreover, it is neither an offer to purchase nor a solicitation to sell securities of S IMMO AG (S IMMO) or IMMOFINANZ.

The final conditions and further provisions relating to the Takeover Offer will, subject to and within the timeframe foreseen in the Austrian Takeover Act, be published in the offer document, which will be published following the Austrian Takeover Commission not prohibiting its publication or the consummation of the Takeover Offer. IMMOFINANZ as bidder reserves the right to deviate from the basic terms presented herein in the final terms and provisions of the Takeover Offer. Investors and holders of S IMMO shares are strongly recommended to review the offer document and all other documents related to the Takeover Offer, as they will contain important information.

The offer will be conducted solely on the basis of the applicable provisions of the Austrian law, in particular the Austrian Takeover Act. Subject to the exceptions described in the offer document and any exceptions granted by the relevant regulatory authorities, a takeover offer is not being made directly or indirectly, in or into those jurisdictions where to do so would constitute a violation pursuant to the laws of such jurisdiction. The offer will not be conducted in accordance with the legal requirements of jurisdictions (including United States of America (USA), Australia and Japan) other than Austria. Accordingly, no notices, approvals or authorizations for the offer have been filed, caused to be filed or granted outside of Austria. Holders of securities should not rely on being protected by the investor protection laws of any jurisdiction other than Austria. IMMOFINANZ therefore does not

assume any responsibility with regard to the Takeover Offer for compliance with laws other than the laws of Austria.

To the extent any announcements in this document contain forward-looking statements concerning IMMOFINANZ or S IMMO, such statements do not represent facts and are characterized by the words such as "will", "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of IMMOFINANZ. These forward-looking statements are based on current plans, estimates and forecasts, but do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and are usually cannot be influenced by IMMOFINANZ. It should be kept in mind that the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. It is possible that IMMOFINANZ will change its intentions and assumptions reflected in documents and announcements or in the offer document to be published after publication of these documents, announcements or the offer document.

To the extent permissible under applicable law or regulation, IMMOFINANZ or its brokers may purchase, or conclude agreements to purchase, S IMMO shares, directly or indirectly, outside the scope of the intended Takeover Offer, before, during or after the period in which the Takeover Offer remains open for acceptance. These purchases may be completed via the stock exchange at market prices or outside the stock exchange at negotiated conditions. Any information on such purchases will be disclosed as required by law or regulation in Austria or any other relevant jurisdiction.

For additional information contact:

Bettina Schragl

Head of Corporate Communications and Investor Relations

T +43 (0)1 88 090 2290

M +43 (0)699 1685 7290

communications@immofinanz.com

investor@immofinanz.com