

THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR TO ANY COUNTRY IN WHICH THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS ANNOUNCEMENT MAY BE UNLAWFUL.

## IMMOFINANZ AG: Price increase for the announced voluntary public takeover offer to the shareholders of S IMMO AG

- Resolution to increase the offer price to EUR 22.25 per share of S IMMO AG
- Increased offer price corresponds to a premium of 40.3% on the 6-month VWAP of the S IMMO share of EUR 15.86 prior to the announcement of the intention to launch an offer (14 March 2021)
- One condition of the offer is the amendment of the Articles of Association of S IMMO AG to cancel the maximum voting right
- Publication of the offer after clearance by the Takeover Commission expected on or about 15 April 2021

IMMOFINANZ AG announced on 14 March 2021 to launch a voluntary public takeover offer to the shareholders of S IMMO AG to acquire a controlling interest pursuant to section 25a of the Austrian Takeover Act. The offer price per share of S IMMO AG has been announced as EUR 18.04 on a cum-dividend basis.

IMMOFINANZ announces that the Executive Board and the Supervisory Board of IMMOFINANZ AG have resolved upon an increase of the offer price to EUR 22.25 today.

The increased offer price represents a premium of 40.3% to the six-month VWAP (volume weighted average share price of S IMMO AG of the last six months) of EUR 15.86 prior to the announcement of the intention to launch an offer. The premium to the unaffected closing price of EUR 18.04 on 13 March 2021, prior to the announcement of the intention to launch an offer, is 23.3%.

The offer price is cum-dividend. 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 offer relates to the acquisition of all outstanding S IMMO shares not held by the bidder or by S IMMO AG itself (treasury shares). IMMOFINANZ AG currently holds 19,499,437 shares (corresponding to approximately 26.49% of the share capital). S IMMO AG currently holds 2,676,872 treasury shares (as at 21 March 2021). Thus, the offer comprises the acquisition of up to 51,432,587 shares, corresponding to approximately 69.87% of the share capital of S IMMO AG.

One condition precedent for the completion of the offer is 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 ordinary shareholders' meeting of S IMMO AG on 30 April 2021.

For the voluntary takeover offer to acquire a controlling interest (Section 25a Austrian 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. In particular, IMMOFINANZ AG reserves the right to undertake parallel transactions to obtain a controlling interest in S IMMO AG (conversion into a mandatory takeover offer). In this case, the voluntary public takeover offer for the acquisition of 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.

The details of the offer, including the further closing conditions, will be set out in the offer document.

The offer will be financed from the group's cash and cash equivalents as well as a debt financing facility in the amount of EUR 500.0 million concluded for the offer.

The offer and the offer document are expected to be published on or around 15 April 2021 after clearance (non-prohibition) by the Austrian Takeover Commission and will be available on the websites of the Bidder ([www.immofinanz.com](http://www.immofinanz.com)), the Austrian Takeover Commission ([www.takeover.at](http://www.takeover.at)) and the Target Company ([www.simmoag.at](http://www.simmoag.at)).

## **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 and has been issued by IMMOFINANZ AG (IMMOFINANZ) solely for the purpose of disclosing an inside information and in connection with the published 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 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](mailto:communications@immofinanz.com)

[investor@immofinanz.com](mailto:investor@immofinanz.com)