

IMMOFINANZ AG requests convocation of an extraordinary shareholders' meeting of S IMMO AG

- Cancellation of the maximum voting right is a condition precedent of the announced public takeover offer of IMMOFINANZ to the shareholders of S IMMO and shall now be resolved upon in an extraordinary shareholders' meeting of S IMMO
- The aim is to quickly create a basis for decision-making for the shareholders of S IMMO during the acceptance period of the offer
- Cancellation of the maximum voting right is in line with the Corporate Governance principle of "*one share-one vote*" and is also beneficial for all shareholders of S IMMO irrespective of the announced public takeover offer by IMMOFINANZ

IMMOFINANZ has requested S IMMO to convene an extraordinary shareholders' meeting. At this shareholders' meeting, the shareholders shall resolve upon an amendment to the Articles of Association to cancel the maximum voting right because S IMMO postponed the ordinary shareholders' meeting originally scheduled for 30 April 2021. The amendment to the Articles of Association is a condition precedent of the announced public takeover offer to acquire a controlling interest (Section 25a of the Austrian Takeover Act) of IMMOFINANZ to the shareholders of S IMMO.

In the interest of the shareholders of S IMMO as addressees of the offer, a resolution should now be passed in an extraordinary shareholders' meeting in order to create transparency regarding the fulfilment of this condition precedent of the offer as soon as possible. This is an important basis for the shareholders of S IMMO to decide whether to accept the offer within the acceptance period.

The cancellation of the maximum voting right is beneficial for the shareholders of S IMMO irrespective of the announced public takeover offer by IMMOFINANZ, as investors generally classify voting right restrictions as economically disadvantageous. Furthermore, a cancellation of the maximum voting right is in line with the Corporate Governance principle of "*one share-one vote*" and thus international principles on the capital market.

The extraordinary shareholders' meeting must be convened by the executive board of S IMMO without undue delay and a date must be set with a 21-day notice period. In view of the originally planned date of the ordinary shareholders' meeting on 30 April 2021, the extraordinary shareholders' meeting should be convened on or around this date.

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 announcement is also made 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 AG (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.

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