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Please note the important information at the end of the document.

Questions and answers on the voluntary public takeover offer of IMMOFINANZ AG to acquire a controlling interest pursuant Section 25a of the Austrian Takeover Act to the shareholders of S IMMO AG

1. Where can I find the offer document?

The offer document is published on the websites of the IMMOFINANZ as the Bidder (www.immofinanz.com/simmo), S IMMO AG as the Target Company (www.simmoag.at) and the Austrian Takeover Commission (www.takeover.at).

The offer document is also available in the form of a brochure at the registered office of the Target Company and at the Payment and Settlement Agent UniCredit Bank Austria AG, Rothschildplatz 1, 1020 Vienna.

2. Why should shareholders accept this Offer?

IMMOFINANZ is convinced that the offer price of EUR 22.25 per S IMMO Share is very attractive.

This offer price represents a premium of 40.29% on the volume-weighted six-month average share price of the S IMMO Share prior to the announcement of the intention to launch the Offer and a premium of 23.34% to the closing price of the Share on 12 March 2021, the last trading day prior to the publication of the intention to launch the Offer on 14 March 2021. Thus, shareholders of S IMMO have the opportunity to sell their shares at a price level as prior to the COVID-19 pandemic.

3. When does the acceptance period begin and how long can I tender my shares?

The acceptance period will begin on the 19 May 2021 and will conclude on 16 July 2021, 17:00, Vienna local time. The Bidder reserves the right to extend the acceptance period.

Shareholders who wish to accept the Offer shall contact their custodian bank at least three trading days prior to the end of the acceptance period in order to ensure timely settlement, as custodian banks may set shorter deadlines for acceptance (disposition deadlines) for settlement-related reasons.

4. What happens if I have not accepted the Offer within the determined acceptance period?

If the statutory minimum acceptance threshold of 50% plus 1 share of the S IMMO shares subject to the Offer - i.e. at least 25,716,294 S IMMO shares - has been reached during the acceptance period, there will be a 3-month additional acceptance period during which shareholders may accept the Offer.

It is uncertain whether the minimum acceptance threshold will be reached. Shareholders wishing to accept the Offer should therefore not wait for the start of a potential additional acceptance period, but support to reach of the minimum acceptance threshold by accepting the Offer in due time within the acceptance period.

5. How can I tender my shares?

Every shareholder will receive a letter by his or her custodian bank with exact instructions. With online brokers, custodian banks may send documents to the electronic mailbox. This should therefore be consulted.

Shareholders can contact their customer advisor at the bank where they have their account if they have any questions regarding the settlement. The bank will help to complete the necessary steps. Further information on the acceptance of the Offer is described in more detail in the offer document under Section 5.

6. How much do I get for my shares when I tender them?

Shareholders tendering their shares receive EUR 22.25 in cash per S IMMO share once the Offer will be settled. The offer price corresponds to a premium of 40.29% on the volume-weighted six-month average price prior to the day of the intention to launch the Offer on 14 March 2021.

This offer price per offer share includes ("cum") any dividend declared for the business year 2020 (as well as any other dividend declared by the Target Company after the announcement of the intention to launch the Offer). See also the next question.

7. How are any dividend payments to be treated?

This offer price of EUR 22.25 will be offered per offer share "cum" any dividend declared for the business year 2020 (as well as any other dividend declared by the Target Company after the announcement of the intention to launch the Offer) and will be reduced by the amount of the dividend, if any, distributed.

Accordingly, the Offer price per Offer share will be reduced by the amount of any dividend declared per S IMMO share between the announcement of intention and the settlement, provided that the settlement of the Offer occurs after the relevant record date for such dividend. Example: If the shareholders' meeting of S IMMO AG resolves upon a dividend of EUR 0.50 per share to be paid to S IMMO shareholders, with the relevant record date being prior to Settlement, each shareholder who delivers Offer shares would receive an Offer price reduced by EUR 0.50, i.e. EUR 21.75 per Offer share.

8. To which conditions is the Offer linked?

The key conditions of the Offer are:

(1) the achievement of the statutory minimum acceptance threshold of 50% plus 1 share of the S IMMO Shares subject to the Offer - the minimum acceptance threshold is 25,716,294 S IMMO Shares;

(2) obtaining the required merger control clearances from the relevant competition authorities;

(3) resolution of the shareholders' meeting of S IMMO AG to cancel the maximum voting right under the Articles of Association and the registration of the amendment to the Articles of Association with the commercial register, whereby the shareholders of S IMMO AG decide on the revocation of the maximum voting right precisely for the completion of the Offer. This is because the resolution of the shareholders' meeting provides for a reinstatement of the maximum voting right in the event that the Offer is not settled.

These and other conditions are described in detail in Section 4 of the offer document.

9. Why was the announced option to convert into a mandatory Offer not implemented?

IMMOFINANZ originally intended to reserve the right to conclude share acquisitions of S IMMO AG in parallel to this Offer in order to thereby convert into an anticipatory mandatory Offer under certain conditions.

In agreement with the Takeover Commission, it was decided that this more complex conversion option would not be included in the offer document.

10. When will the shareholders' meeting of S IMMO AG for the resolution on the maximum voting right take place?

The resolution on the maximum voting right shall take place in a shareholders' meeting to be convened by S IMMO AG in a timely manner. As soon as a date for this shareholders' meeting has been set, it will be announced.

11. Why is the cancellation of the maximum voting right in the Articles of Association of S IMMO AG one of the conditions?

One of the conditions precedent of the Offer is that the shareholders' meeting of S IMMO AG resolves on an amendment to the Articles of Association to cancel Section 13 para (3) of the Articles of Association (maximum voting rights) and that this amendment to the Articles of Association is subsequently entered in the commercial register.

The shareholders of S IMMO shall make the decision on the cancellation precisely for the completion of the Offer. The resolution of the shareholders' meeting provides for a reinstatement of the maximum voting right in the event that the Offer is not settled.

However, if the Offer is settled, it should be ensured that in future all shareholders are treated equally and that the voting power in each case corresponds to the capital invested by the shareholders.

In the European and other developed capital markets, the principle of "*one share - one vote*" is regarded as a standard of good corporate governance. According to C-Rule No. 2 of the Austrian Corporate Governance Code, the principle of "*one share - one vote*" applies to the construction of the share. The recommendations of the voting guidelines of major proxy advisors, in particular ISS and Glass Lewis, also correspond to this.

12. Why should S IMMO shareholders vote for the cancellation of the maximum voting right?

The cancellation of the maximum voting right is a condition of the Offer. The cancellation will be effected by a corresponding resolution at the next shareholders' meeting of S IMMO AG. As the resolution of the shareholders' meeting requires a 50% voting majority and a 75% capital majority, it is important that as many shareholders as possible exercise their vote at the shareholders' meeting and vote in favour of the cancellation of the maximum voting right.

Every shareholder wishing to accept the very attractive Offer should therefore register his/her shares in a timely manner via his/her custodian bank for the shareholders' meeting of S IMMO and vote in favor of the cancellation of the maximum voting right. Otherwise, the Offer will not be successful and shareholders will not be able to sell their shares to IMMOFINANZ.

The cancellation of the maximum voting right is also linked to the binding nature of the Offer: If the Offer should not become finally binding, the maximum voting right will be reinstated in terms of content in line with the current provision. This ensures that the shareholders of S IMMO AG can make the decision on the cancellation precisely for the Offer. In the event that the maximum voting right is cancelled, each S IMMO shareholder will have an opportunity to sell at the offer price. Conversely, the maximum voting right will be reinstated if the Offer should fail.

13. How can I participate in the shareholders' meeting of S IMMO AG as a shareholder?

The shareholders' meeting of S IMMO AG is to be convened by S IMMO AG in due course. The exact date has not yet been determined.

The invitation to the shareholders' meeting will be published on S IMMO AG's website at www.simmoag.at/en/investor-relations/s-immo-share/annual-general-meeting.html among other places.

In order for voting rights to be exercised at the shareholders' meeting shareholders will only need to take two steps: (i) submit a deposit confirmation for the shares issued as at the record date of the shareholders' meeting to S IMMO AG and (ii) authorise one of the four special proxies provided by S IMMO for the virtual shareholders' meeting to exercise the voting rights.

For the deposit confirmation, please then contact your depository bank. The authorization forms for the proxies will be published on the website of S IMMO AG (www.simmoag.at/en/investor-relations/s-immo-share/annual-general-meeting.html).

As soon as the date of the S IMMO shareholders' meeting is set, IMMOFINANZ will also provide respective information on the website www.immofinanz.com/simmo and update the FAQs with the detailed information for participation in the shareholders' meeting.

14. If I tender my shares to IMMOFINANZ, can I still exercise my voting right at the shareholders' meeting of S IMMO AG?

The shareholders' meeting of S IMMO AG shall be convened in a timely manner. Even if the Offer is accepted, the voting rights attached to the shares can still be exercised by the shareholder until the Offer is settled. The S IMMO Shares tendered for acceptance of the Offer during the Acceptance Period will only receive the new securities identification number (ISIN)

AT0000A2QM74 instead of ISIN AT0000652250. This serves only the technical processing of the Offer and does not affect any rights of the shares or shareholders.

IMMOFINANZ has informed S IMMO AG of this and pointed out that, when holding the S IMMO AG shareholders' meeting that is to be convened, additional care must be taken to ensure that all S IMMO shareholders, regardless of whether or not the shares have already been tendered, can exercise their shareholder rights.

15. Will the maximum voting right at S IMMO AG also be cancelled if the Offer is not settled?

No, the shareholders of S IMMO can decide to cancel the maximum voting rights precisely in the event that the Offer is settled. The resolution of the shareholders' meeting provides for a reinstatement of the maximum voting rights in the event that the Offer is not settled.

16. What is the status of the pending procedure, which is also being conducted against S IMMO AG, among others, at the Austrian Takeover Commission?

The Austrian Takeover Commission has notified IMMOFINANZ AG of the initiation of a review procedure with respect to IMMOFINANZ AG as Target Company. The procedure was not initiated ex officio, but pursuant to an application by Petrus Advisers Investments Fund L.P.

Subject of this review procedure is, as announced, whether Ronny Pecik, RPR Privatstiftung, RPR Management GmbH, RPPK Immo GmbH, RPR Treasury GmbH, Peter Korbacka, S IMMO AG, CEE Immobilien GmbH, Norbert Ketterer, HAMAMELIS GmbH & Co KG, EVAX Holding GmbH and any further legal entities may acting in concert have violated an obligation to launch a takeover Offer for IMMOFINANZ.

IMMOFINANZ, as the Target Company in that procedure, has submitted a written statement. No statement can be made on the outcome of the procedure at present.

17. What decisions are conceivable in the pending procedure, which is also being conducted against, among others, S IMMO AG before the Austrian Takeover Commission?

The procedure is a review procedure pursuant to Section 33 para 1 no 2 of the Austrian Takeover Act with respect to IMMOFINANZ as the Target Company. The procedure was not initiated ex officio, but pursuant to an application of Petrus Advisers Investments Fund L.P. Subject to this procedure is, whether there was wrongfully no mandatory takeover Offer submitted (Section 33 para 1 no 2 of the Austrian Takeover Act).

No statement can be made on the outcome of the procedure at present.

18. When will I receive my money when I decide to tender my S IMMO shares to IMMOFINANZ?

The Offer price will be paid without delay after expiry of the acceptance period and as soon as all the conditions of the Offer have been met. However, the timing will ultimately depend on when the approval of the authorities will be received. IMMOFINANZ expects the settlement in autumn 2021.

19. What happens if I don't tender my shares?

Shareholders who decide to not tender their shares will remain shareholders of S IMMO. Following a successful Offer the free float in S IMMO shares will be lower than it is today. Lower trading liquidity of the shares is also to be expected.

20. What happens if I accept the Offer, but the Offer is not successful?

In the event that the Offer does not succeed, shareholders would remain shareholders of S IMMO as before.

Shares for which the Offer was initially accepted will at first remain in the shareholder's account and are identified by a new securities identification number (ISIN) AT0000A2QM7. If the Offer fails, the shares will not be transferred to the Bidder and will revert to their original securities identification number (ISIN) AT0000652250.

21. For what reasons could the Offer fail (even if I accept the Offer)?

The default of any of the offer conditions could cause the Offer to fail unless effectively waived by the Bidder. For the main conditions of the Offer, see question 8.

22. Is the acceptance of the takeover Offer associated with costs for me?

IMMOFINANZ shall bear all costs up to an amount of EUR 8 (eight) per securities account.

Thus, the acceptance of the Offer is free of costs and expenses of the custodian banks for shareholders who hold their S IMMO shares in domestic securities deposits. Any additional costs and expenses charged by custodian banks or foreign intermediate custodians, must be borne by the relevant S IMMO shareholders themselves.

23. What are the tax consequences if I accept the takeover Offer?

Shareholders should please consult their own tax advisor with respect to the tax consequence of accepting the Offer. General tax information is contained in Section 7.2 of the offer document.

24. What are the next steps after the settlement of the Offer?

IMMOFINANZ will, depending on the size of its shareholding in S IMMO AG after the successful settlement of the Offer and the then existing economic situation and regulatory framework, consider further steps.

Further information can be found in Section 6 of the offer document.

25. Will S IMMO AG be delisted after the settlement of the Offer?

The Bidder intends to maintain the listing of the Target Company. The Bidder points out that, in case of a high acceptance rate, the minimum free float requirements to admit the shares to the Official Market (or a continuation in the market segment "Prime Market" of the Vienna Stock Exchange) may no longer be met.

Further information can be found in Section 6.4 of the offer document.

26. What does the Offer cost and how does IMMOFINANZ finance the transaction?

The total financing volume at the offer price of EUR 22.25 per S IMMO share and taking into account the expected transaction and settlement costs amounts to approximately EUR 1,153,375,000.00 if all shareholders accept the Offer. IMMOFINANZ has sufficient funds to finance the Offer. In addition to the high liquidity (EUR 1.1 billion as of the end of December 2020), a financing facility of up to EUR 500 million is also available for the Offer.

27. Where can I get more information about the Offer?

Documents relating to the Offer, in particular the offer document, are available on the websites of the Bidder (www.immofinanz.com), the Target Company (www.simmoag.at) and the Austrian Takeover Commission (www.takeover.at)

For information by IMMOFINANZ, please contact Bettina Schragl, Head of Corporate Communications and Investor Relations, via e-mail at investor@immofinanz.com.

Information on the settlement of the Offer may be obtained from the Payment and Settlement Agent UniCredit Bank Austria AG, Rothschildplatz 1, 1020 Vienna, by e-mail at 8473_Issuer_Services@unicreditgroup.at.

Further information on the Offer can be found on the IMMOFINANZ website at www.immofinanz.com/simmo. If you have any questions about the Offer, you can also call the free telephone hotline set up by IMMOFINANZ at +43 (0)1 311 62235 between 9:00 a.m. and 6:00 p.m. Monday to Sunday.

Status as of 19 May 2021

IMPORTANT INFORMATION:

The announcement is for information purposes only and is neither an offer to purchase nor a solicitation to sell securities of S IMMO AG (S IMMO) or IMMOFINANZ AG (IMMOFINANZ), but contains information voluntarily provided in connection with the published takeover offer for the shares of S IMMO (Takeover Offer).

The conditions and further provisions relating to the Takeover Offer are disclosed in the published the offer document. The offer document was published on the websites of the Bidder (www.immofinanz.com), the Target Company (www.simmoag.at) and the Austrian Takeover Commission (www.takeover.at) on 19 May 2021. The offer document is also available in the form of a brochure at the registered office of the Target Company and at the payment and settlement Agent UniCredit Bank Austria AG, Rothschildplatz 1, 1020 Vienna. In accordance with Section 11 para 1a of the Austrian Takeover Act, it was published in the Official Gazette of Wiener Zeitung on 19.05.2021 that the offer document has been published and where it can be accessed.

Only the conditions of the offer document are decisive. As both the offer document and all other documents related to the Takeover Offer contain important information, investors and holders of S IMMO shares are strongly recommended to review them.

The Takeover 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.