

## **Questions and answers on the extraordinary shareholders' meeting of S IMMO AG on 24 June 2021**

The shareholders' meeting will take place on Thursday, 24 June 2021 at 10:00 a.m. as a virtual shareholders' meeting.

Regarding the exercise of voting rights as a shareholder at the shareholders' meeting, see section B.

The decision is made by the shareholders of S IMMO. The exercise of voting rights by the shareholders of S IMMO is important for the takeover offer.

### **A. Connection of the shareholders' meeting with the takeover offer**

#### **1. What is the shareholders' meeting about in connection with the takeover offer?**

A very significant shareholder decision is made at the shareholders' meeting. The shareholders decide that an important condition precedent of the takeover offer by IMMOFINANZ to the shareholders of S IMMO will be fulfilled.

The condition precedent of the offer is the amendment to the Articles of Association to cancel the maximum voting right (Section 13 para (3) of the articles of association). The shareholders will decide on the cancellation of the maximum voting right specifically for the event of a successful offer. If the offer is not completed, the maximum voting right will remain in place.

The shareholders of S IMMO can therefore decide on the cancellation of the maximum voting right without any risks.

#### **2. Is it ensured that the maximum voting right is only cancelled in the event of a successful takeover offer?**

Yes, that is assured. The resolution of the shareholders' meeting comprises two inseparable parts: The cancellation of Section 13 para (3) of the Articles of Association (maximum voting right), combined with the reinstatement of the maximum voting right with the same content in the event that the offer would not become binding (i.e. not all conditions precedent of the offer should be fulfilled).

Since the result of the takeover offer will be clear within 3 weeks after the shareholders' meeting on 24 June 2021 (or within 5 weeks if the acceptance period is extended), a cancellation of the maximum voting right will only be registered thereafter. If the offer is not successful (failure to reach the minimum acceptance threshold), the inseparably resolved reinstatement of the maximum voting right shall apply immediately and would be registered with the commercial register.

It is thus also practically excluded that, in the event of an unsuccessful offer, another shareholders' meeting can take place at which the maximum voting right does not apply.

The resolution of the shareholders' meeting as a condition precedent of the offer and the settlement shall be made in accordance with the offer document reviewed and approved by the Austrian Takeover Commission. In doing so, the Austrian Takeover Commission has particularly

examined that a cancellation of the maximum voting right will only take place if the offer is successful and completed. In a [press release dated 8 June 2021](#), the Austrian Takeover Commission once again confirmed that, when examining the takeover offer, particular attention is paid to the protection of the equity holders as well as to the principle of equal treatment and the transparency requirement.

The offer structure fulfils the highest degree of transparency and transaction security for the shareholders of S IMMO.

### **3. Why is the shareholders' meeting taking place during the acceptance period?**

In the event of a resolution on the maximum voting right as a condition of the offer it is general market practice in takeover proceedings that the shareholders' meeting takes place during the acceptance period (see, for example, the offer by Siemens AG Austria for VA Technologie AG).

This serves to provide the greatest possible transparency for the shareholders of S IMMO and has been approved by the Austrian Takeover Commission. This gives shareholders sufficient time and information to make an informed decision on whether to accept the offer.

The shareholders' meeting will take place on 24 June 2021. The acceptance period will then run, as planned, for another 22 days until 16 July 2021.

Due to this date of the shareholders' meeting, the shareholders will have clarity on the fulfilment of this important condition of the offer (resolution on the maximum voting right) in due time during the acceptance period.

### **4. Is a reinstatement of the maximum voting right legally secured?**

Yes, that is legally secured. The reinstatement of the maximum voting right in the event that the offer is not completed is a core element of the offer structure reviewed by the Austrian Takeover Commission.

This is ensured by the inseparable resolution to reinstate the maximum voting right in the event that not all conditions precedent are fulfilled.

Such conditional amendments to the Articles of Association are often used in practice and are standard under stock corporation law. IMMOFINANZ has additionally coordinated with the competent judge of the commercial register in order to prepare the resolution of the shareholders' meeting - which is specifically intended for the offer - so that the implementation in the company register is legally and practically secured.

### **5. Are there any conditions for the settlement to be fulfilled after a successful offer?**

After a successful offer, the effective entry in the commercial register for the cancellation of the maximum voting right in accordance with a resolution of the shareholders' meeting of 24 June 2021 as well as the merger control clearances apply as conditions precedent.

For this purpose, the filings have been made in all necessary jurisdictions and there are no indications of obstacles.

Amendments to the Articles of Association, such as the cancellation of the maximum voting right, take effect with a delay after the shareholders' meeting when they are registered by the court with the commercial register. The executive board of S IMMO has to manage the registration procedure.

## **6. Why does the executive board of S IMMO reject the resolution of the shareholders' meeting?**

The Austrian Takeover Commission has confirmed the offer structure as transaction-safe for shareholders of S IMMO. Particular attention was paid to the fact that the maximum voting right will only be cancelled if the offer is successful and completed (see also question 2).

The executive board of S IMMO unjustifiably rejects the resolution of the shareholders' meeting. Thus, the executive board of S IMMO, contrary to the shareholders' interests, obviously continues to try to prevent the resolution of the shareholders' meeting for the condition precedent of the offer. If the resolution of the shareholders' meeting is not passed as a condition precedent, the offer would, in principle, fail in accordance with the provisions in the offer document and the shareholders of S IMMO would then no longer be able to decide on this offer.

## **B. How to exercise your voting rights as a shareholder at the shareholders' meeting**

### **7. How can I exercise my voting rights at the shareholders' meeting?**

The shareholders' meeting takes place as a virtual shareholders' meeting.

Two steps are sufficient to exercise the voting right: **Registration with a deposit confirmation** and **power of attorney** including voting instruction to one of the four **proxies** named by S IMMO. These are two separate steps and both steps are required for the voting right to be exercised.

Overview:

- The **deposit confirmation** of shareholding as at 14 June 2021 (record date) must be sent to S IMMO **by 21 June 2021** (midnight, CEST, Vienna time) (**deadline!**).

By e-mail: [anmeldung.simmoag@hauptversammlung.at](mailto:anmeldung.simmoag@hauptversammlung.at) (as PDF attachment)  
or by fax +43 (0)1 8900 500-85

- A **power of attorney** together with voting instruction (**form** available at [https://www.simmoag.at/fileadmin/redakteur/Investor\\_Relations/Hauptversammlung/2021/a\\_oHV/Vollmacht-EN.pdf](https://www.simmoag.at/fileadmin/redakteur/Investor_Relations/Hauptversammlung/2021/a_oHV/Vollmacht-EN.pdf) or [www.immofinanz.com/simmo](http://www.immofinanz.com/simmo)) must be issued to a **proxy**.

It is recommended to submit the power of attorney by **22 June 2021**, 4:00 p.m. (can also be submitted later).

By e-mail as a PDF attachment to:

- [beckermann.simmoag@hauptversammlung.at](mailto:beckermann.simmoag@hauptversammlung.at) (for Dipl.-Volkswirt, Dipl.-Jur. Florian Beckermann)
- [gall.simmoag@hauptversammlung.at](mailto:gall.simmoag@hauptversammlung.at) (for Dr. Mario Gall (attorney-at-law))

- [oberhammer.simmoag@hauptversammlung.at](mailto:oberhammer.simmoag@hauptversammlung.at) (for Mag. Ewald Oberhammer (attorney-at-law))
- [wilfling.simmoag@hauptversammlung.at](mailto:wilfling.simmoag@hauptversammlung.at) (for Mag. Gernot Wilfling (attorney-at-law))

or by fax: +43 (0)1 8900 500-85

See also questions 8 to 10 on the deposit confirmation and questions 11 and 12 on the power of attorney.

## 8. What must be the content of the deposit confirmation?

Every shareholder who holds shares on 14 June 2021 (record date) may participate in the shareholders' meeting. For this purpose, the shareholder must send a deposit confirmation to S IMMO.

Please instruct your custodian bank to issue a deposit confirmation (see also question 10).

Here you will find a **sample deposit confirmation** [[Sample deposit confirmation S IMMO](#)] to assist you if your custodian bank does not know exactly what contents are required for the deposit confirmation.

The deposit confirmation must be sent to S IMMO by **21 June 2021 (24:00, CEST, Vienna time) (deadline!)**.

## 9. Where should the deposit confirmation for the participation in the shareholders' meeting be sent to?

The deposit confirmation can be sent to the following addresses (**deadline (!) 21 June 2021, 24:00, CEST, Vienna time**):

**By e-mail:** [anmeldung.simmoag@hauptversammlung.at](mailto:anmeldung.simmoag@hauptversammlung.at)  
(Please attach the deposit confirmations as PDF files)

**By fax:** +43 (0)1 8900 500 – 85

**By post or courier:** S IMMO AG  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

## 10. How do I receive a deposit confirmation?

The **deposit confirmation will be issued by the custodian bank upon your request as shareholder.**

Please contact your custodian bank and arrange for a deposit confirmation to be issued and sent.

Here you will find a **sample deposit confirmation** [[Sample deposit confirmation S IMMO](#)] to assist you if your custodian bank does not know exactly what contents are required for the deposit confirmation.

The deposit confirmation should be sent directly by the custodian bank or by you as shareholder to S IMMO by 21 June 2021 (deadline!) at the latest (see question 9 above regarding addresses).

For security purposes, it is recommended that you as a shareholder also send the deposit confirmation received from the custodian bank yourself by e-mail to [anmeldung.simmoag@hauptversammlung.at](mailto:anmeldung.simmoag@hauptversammlung.at). This ensures that you are registered for the shareholders' meeting with the deposit confirmation, even in the event that the depository bank (only) issues the deposit confirmation but then does not transmit it. A possible double transmission is not problematic.

**11. How do I exercise the voting right to vote for the resolution on the maximum voting right and to enable the takeover offer?**

A **power of attorney** must be issued to one of the four special **proxies** appointed by S IMMO (**form** available at [https://www.simmoag.at/fileadmin/redakteur/Investor\\_Relations/Hauptversammlung/2021/aoHV/Vollmacht-EN.pdf](https://www.simmoag.at/fileadmin/redakteur/Investor_Relations/Hauptversammlung/2021/aoHV/Vollmacht-EN.pdf) or [www.immofinanz.com/simmo](http://www.immofinanz.com/simmo)).

The power of attorney must be filled out and signed. At the agenda item 1., tick **FOR** as instruction:

(Please tick in box ☒; do not use red)		FOR	AGAINST	ABSTAIN
1.	<b>IMMOFINANZ AG:</b>  Cancellation of the maximum voting right in Section 13 para (3) of the Articles of Association, combined with an amendment of the Articles of Association in Section 13 subject to a condition precedent to reinstate the statutory maximum voting right, if the takeover offer has not become unconditionally binding.	☒	☐	☐

You may authorise any of the four special proxies (proposed by S IMMO):

- (i) Dipl.-Volkswirt, Dipl.-Jur. Florian Beckermann, LL.M.  
c/o Interessenverband für Anleger, IVA  
Feldmühlgasse 22, 1130 Vienna  
phone + 43 (0)1 8763343-30  
e-mail [beckermann.simmoag@hauptversammlung.at](mailto:beckermann.simmoag@hauptversammlung.at)
- (ii) Dr. Mario Gall (attorney-at-law)  
c/o Pelzmann Gall Größ Rechtsanwälte GmbH  
Wagramer Straße 19/33, 1220 Vienna  
phone + 43 (0)1 26095 2155  
e-mail [gall.simmoag@hauptversammlung.at](mailto:gall.simmoag@hauptversammlung.at)

- (iii) Mag. Ewald Oberhammer, LL.M. (attorney-at-law)  
Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3/1, 1010 Vienna  
phone + 43 (0)1 503 30 00  
e-mail oberhammer.simmoag@hauptversammlung.at
  
- (iv) Mag. Gernot Wilfling (attorney-at-law)  
Müller Partner Rechtsanwälte GmbH  
Rockgasse 6, 1010 Vienna  
phone + 43 (0)1 535 80 08  
e-mail wilfling.simmoag@hauptversammlung.at

The proxy will exercise the voting right only in accordance with your instructions.

## **12. Where and by when do I have to send the power of attorney?**

The power of attorney should be sent to the following e-mail address of your proxy **by 22 June 2021**:

- [beckermann.simmoag@hauptversammlung.at](mailto:beckermann.simmoag@hauptversammlung.at)
- [gall.simmoag@hauptversammlung.at](mailto:gall.simmoag@hauptversammlung.at)
- [oberhammer.simmoag@hauptversammlung.at](mailto:oberhammer.simmoag@hauptversammlung.at)
- [wilfling.simmoag@hauptversammlung.at](mailto:wilfling.simmoag@hauptversammlung.at)

Alternatively:

By fax: +43 (0)1 8900 500 – 85

By post or courier: S IMMO AG  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

The power of attorney can be submitted until the date of the shareholders' meeting. Please note: The deadline for submitting the additionally required deposit confirmation for registration (see question 7) is 21 June 2021.

## **13. May I vote at the shareholders' meeting if I have already accepted the takeover offer by IMMOFINANZ AG?**

Of course, you can also vote at the shareholders' meeting in this case. This is also important so that the condition precedent of the offer (resolution on maximum voting right) is fulfilled.

The general requirements apply (deposit confirmation and power of attorney). The shares tendered (acceptance of the takeover offer) only have a different ISIN (AT0000A2QM74). Otherwise there are no differences.

**14. Where can I follow the shareholders' meeting of S IMMO on the internet? Do I have to watch in order to vote?**

The shareholders' meeting takes place as a virtual shareholders' meeting and will be broadcast on the internet: [www.simmoag.at/hauptversammlung](http://www.simmoag.at/hauptversammlung).

No, you do not have to watch to cast a valid vote.

In order to exercise the voting right, you must submit the deposit confirmation and the power of attorney in time before the shareholders' meeting (question 7).

**15. How and where can I obtain documents and information on the shareholders' meeting?**

All documents are available for download on the website [www.simmoag.at/hauptversammlung](http://www.simmoag.at/hauptversammlung). We will also gladly send you the documents by e-mail; please send a brief and informal request in this regard to [investor@immofinanz.com](mailto:investor@immofinanz.com).

**16. What else must be done to accept the takeover offer?**

In addition to the resolution of the shareholders' meeting, the acceptance of the offer by the shareholders of S IMMO is decisive. See the Q&As on the takeover offer at [www.immofinanz.com/simmo](http://www.immofinanz.com/simmo).

The shareholders' meeting will take place on 24 June 2021. The acceptance period will then run for a further 22 days until 16 July 2021.

The voluntary public takeover offer to acquire control is conditional by law on IMMOFINANZ receiving declarations of acceptance covering more than 50% of the S IMMO shares that are the subject of the offer until the end of the acceptance period. Therefore, the acceptance of at least 25,716,294 S IMMO shares (corresponding to approximately 34.94% of the share capital) is required for a successful offer.

**17. Further information – Hotline number?**

If you have any questions about the shareholders' meeting of S IMMO and the voluntary public takeover offer, you can 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: 09 June 2021

**IMPORTANT NOTES:**

These questions and answers are for information purposes only and does not purport to be complete. In connection with the shareholders' meeting of S IMMO AG to be held on 24 June 2021, only the information and documents published by S IMMO AG are decisive. Investors and holders of shares of S IMMO AG are strongly recommended to review these documents.

The conditions and further provisions relating to the voluntary public takeover offer by IMMOFINANZ AG to acquire control of S IMMO AG are disclosed in the published the offer document. This is published on the websites of the

Bidder ([www.immofinanz.com](http://www.immofinanz.com)), the Target Company ([www.simmoag.at](http://www.simmoag.at)) and the Austrian Takeover Commission ([www.takeover.at](http://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. In accordance with Section 11 para 1a of the Austrian Takeover Act, it was published in the Official Gazette of Wiener Zeitung on 19 May 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.