

I. Power of attorney

for the 31st Annual General Meeting of
S IMMO AG, 12 October 2020, 10:00 a.m., Parkring 12a, 1010 Vienna



IMPORTANT: This power of attorney does not entitle you to attend the Annual General Meeting in person. Please contact your custodian bank and ensure that the securities referred to below have been properly registered for participation in the Annual General Meeting by way of safe custody receipt (record date: 2 October 2020).

Registration deadline: 7 October 2020, midnight, CEST (arrival of safe custody receipt)

By granting this power of attorney, I confirm that I have read the information published by the Company on its website or contained in the convocation. I declare my consent to the processing of personal data (name, address, date of birth, securities account number, number of shares, voting card number and e-mail address) to facilitate the exercise of shareholder rights at the Annual General Meeting.

Person granting power of attorney (shareholder)

Name, surname/company name

Street, postcode, city

Date of birth/registration no.

Custody account number

Bank

E-mail address (by granting power of attorney, you confirm that only the person granting power of attorney has access to this e-mail address)

If you are granting this power of attorney not as a shareholder but as the representative of a shareholder, please enclose evidence of your authorisation (power of attorney issued by the shareholder, court appointment, etc.).

Power of attorney

I/We authorise the following independent proxy to

- exercise voting rights
- and to exercise the right to file motions and the right to raise objections

with the right to delegate the power of attorney to a sub-proxy and with the exemption from restrictions on multiple representation. Voting rights, the right to file motions and the right to make objections will be exercised only as instructed. If the proxy does not have instructions for a proposed resolution, the proxy will abstain.

If more than one proxy is selected, the power of attorney is granted to the first named of those selected:

Dr. Verena Brauner (attorney-at-law)

- c/o: Interessenverband für Anleger, IVA, Feldmühlgasse 22, 1130 Vienna
brauner.simmoag@hauptversammlung.at

or Dr. Mario Gall (attorney-at-law)

- c/o: Pelzmann Gall Groß Rechtsanwälte GmbH, Wagramer Strasse 19/33, 1220 Vienna
gall.simmoag@hauptversammlung.at

or Dr. Christian Temmel, MBA (attorney-at-law)

- c/o: DLA Piper Weiss-Tessbach Rechtsanwälte GmbH, Schottenring 14, 1010 Vienna
temmel.simmoag@hauptversammlung.at

or MMag. Dr. Arno Weigand (notary public)

- c/o: Untere Donaustrasse 13-15/7, OG, 1020 Vienna
weigand.simmoag@hauptversammlung.at

for the following securities

Shares (ISIN AT0000652250)

Number (if no number is stated, the power of attorney applies to the number stated in the safe custody receipt)

Restrictions of power of attorney:

II. Instructions

for the 31st Annual General Meeting of
S IMMO AG, 12 October 2020, 10:00 a.m., Parkring 12a, 1010 Vienna

Voting instructions for the resolutions proposed for items of the agenda

The proxy is instructed to exercise my (our) voting rights for the resolutions proposed by management (Management Board and Supervisory Board) as published on the Company's website as follows:

(Please tick in box <input checked="" type="checkbox"/> ; do not use red)		FOR	AGAINST	ABSTAIN
Resolutions proposed by management				
1.	Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2019, the consolidated financial statements including the Group management report as of 31 December 2019, the proposal for the distribution of profits and the report of the Supervisory Board for the financial year 2019	No resolution required		
2.	Resolution on the appropriation of net profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution discharging the members of the Management Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution discharging the members of the Supervisory Board for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the auditor of the annual and consolidated financial statements for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Election of four persons to the Supervisory Board			
	Election of Dr Martin Simhandl	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election of Franz Kerber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election of Andrea Besenhofer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election of Beate Ponweiser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Resolution on compensation policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Resolution on the authorisation, with the approval of the Supervisory Board, to increase the share capital by as much as EUR 133,728,961.81 to as much as EUR 401,186,885.43 by issuing as many as 36,804,448 ordinary bearer shares pursuant to Section 169, "Authorised Capital", of the <i>Aktiengesetz</i> (AktG – Austrian Stock Corporation Act) in exchange for contributions in cash or in kind. This shall also include authorisation of the Management Board to exclude shareholders' subscription rights and make the appropriate amendment to the Articles of Incorporation (Authorised Capital 2020), rescinding the authorised capital approved at the Annual General Meeting on 03 May 2018 in the amount not utilised thus far	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Resolution on	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	a) the authorisation of the Management Board pursuant to Section 174 AktG, within five years of the resolution, with the approval of the Supervisory Board, to issue convertible bonds with a conversion or pre-emption right to up to 7,360,889 no-par-value bearer shares in the Company with a pro rata amount of the share capital of up to EUR 26,745,790.18 in one or more tranches for contributions in cash. This also shall include the authorisation of the Management Board, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to the convertible bonds and determine all further conditions of the convertible bonds, their issuance and conversion process, and			
	b) The rescission of the contingent increase in share capital approved at the Annual General Meeting on 03 May 2018, at the same time replacing it with the new contingent increase in share capital by as much as EUR 26,745,790.18 by issuing as many as 7,360,889 new, ordinary bearer shares for granting conversion or subscription rights to the holders of convertible bonds and the corresponding amendment to Article 4, para. 7, of the Articles of Incorporation			
10.	Resolutions concerning the authorisation of the Management Board to buy back and sell treasury shares of the company by other means than through the stock exchange or a public offering, also involving authorisation of the Management Board, with the approval of the Supervisory Board, also to exclude shareholders' general option to sell and right of subscription as well as their general purchase option, plus authorisation of the Management Board, with the approval of the Supervisory Board, to cancel treasury shares, rescinding the currently existing rights associated therewith and report by the Management Board pursuant to Section 65, para. 3, of the AktG, pertaining to treasury shares;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Resolution on amending Article 7, para 2, of the Articles of Incorporation by eliminating the final sentence thereof.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Other resolutions

(Please tick in box ; do not use red)

For resolutions Against resolutions Abstain

In the event of **new or amended motions by one or more shareholders** at the Annual General Meeting, I order the proxy to vote as per the following instructions.

In the event of **new or amended motions by the Management Board or the Supervisory Board** at the Annual General Meeting, I order the proxy to vote as per the following instructions.

If individual items are to be voted on separately as part of a resolution, instructions issued for this proposal apply accordingly for each individual vote.

The proxy will abstain from resolutions for which unclear instructions were issued (e.g. FOR and AGAINST the same resolution at the same time).

If additional or amended instructions are issued after sending this form, the instructions issued here remain valid unless altered or revoked.

Other instructions (e.g. for motions or objections):

Date

Signature/company signature

Joint owner's signature (if any)

Please complete and return by 8 October 2020, 4:00 p.m., CEST (time of receipt)

- By **post**: S IMMO AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- By **fax**: +43 (0)1 8900 500 - 85
- by **e-mail**: send to the e-mail address of the proxy selected above (as a scanned attachment; TIF, PDF, etc.)

Additional information can be found on the homepage: www.simmoag.at