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S IMMO AG
Vienna, FN 58358 x

**Proposed resolutions of the Management Board
and the Supervisory Board for the
33rd Annual General Meeting
1 June 2022**

1. Resolution on an amendment to the Articles of Association in § 13

The Management Board and the Supervisory Board of the Company recommend to vote in favour of repealing Section 13 para 3 of the Company's Articles of Association in accordance with the resolution proposal of CPI Property Group S.A. dated 14 April 2022, as amended on 3 May 2022, and refer to the statement of the Management Board and the Supervisory Board of S IMMO on this resolution proposal.

2. Presentation of the adopted (same language as Annual Report) annual financial statements of 31 December 2021, together with the management report and corporate governance report, the consolidated financial statements as of 31 December 2021, together with the group management report, the proposal for the appropriation of profit, and the report prepared by the Supervisory Board for the financial year 2021

The presentation of the aforementioned documents only serves the purpose of reporting to the Annual General Meeting because the annual financial statements for 2021 have already been approved by the Supervisory Board and thus adopted (**same language as Annual Report**).

3. Resolution on the appropriation of the net profit

At the time of the resolution, the Company has issued a total of 73,608,896 shares.

As of today, the Company holds 3,084,797 treasury shares. However, the number of treasury shares may still change up to the date of the Annual General Meeting; pursuant to Section 65 (5) of the Stock Corporation Act (AktG), treasury shares are not entitled to dividends. The number of shares entitled to dividends as of today's date is therefore 70,524,099 shares.

Having said this, the Executive Board and the Supervisory Board propose the following resolution to the Annual General Meeting:

From the distributable retained earnings of EUR 66,211,865.81 reported in the annual financial statements of S IMMO AG as of 31 December 2021, a dividend of EUR 0.65 per share shall be distributed for each share of the Company entitled to dividend, and the remaining retained earnings shall be carried forward to new account.

The dividend shall be due for payment on June 13, 2022 (dividend payment date); the ex-dividend date shall be June 8, 2022.

The number of shares entitled to dividend may still change up to the date of the Annual General Meeting. In this case, the proposed resolution will be adjusted to the number of shares carrying dividend rights at the time of the Annual General Meeting, with the amount of dividend per share remaining unchanged.

4. Resolution on the approval of the actions of the members of the Executive Board for the fiscal year 2021

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board holding office in the fiscal year 2021 be approved for this period.

5. Resolution on the formal approval of the actions of the members of the Supervisory Board for the fiscal year 2021

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the fiscal year 2021 be approved for this period.

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6. Election of the auditor and group auditor for the fiscal year 2022

The Supervisory Board proposes that, in line with the recommendation of the Audit Committee, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be elected as auditor of the annual financial statements and auditor of the consolidated financial statements for the financial year 2022.

7. Elections to the Supervisory Board

The term of office of Dipl.-Ing. Manfred Rapf as a member of the Supervisory Board expires at the end of the upcoming Annual General Meeting on June 1, 2022.

Mr. Christian Hager has resigned his mandate as a member of the Supervisory Board with effect from the end of the upcoming Annual General Meeting.

Pursuant to § 8 (1) of the Articles of Association of S IMMO AG, the Supervisory Board consists of up to ten members elected by the Annual General Meeting. Until now, i.e. after the last election by the Annual General Meeting, the Supervisory Board has consisted of eight members elected by the Annual General Meeting.

Therefore, two persons are to be elected to the Supervisory Board in order to reach the previous number of members.

The Supervisory Board proposes to fill both mandates, so that after the election at the Annual General Meeting on June 1, 2022, the Supervisory Board would continue to be composed of eight members elected by the Annual General Meeting.

The following election proposal by the Supervisory Board was made on the basis of the requirements of Section 87 (2a) AktG and the Corporate Governance Code.

S IMMO AG is subject to the scope of application of section 86 (7) of the Austrian Stock Corporation Act and must comply with the minimum shareholding requirement pursuant to section 86 (7) of the Austrian Stock Corporation Act.

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In accordance with § 110 ArbVG, three members were delegated to the Supervisory Board by the Works Council, namely two men and one woman.

An objection pursuant to Sec. 86 (9) AktG against overall compliance with the quota was neither raised by the majority of the capital representatives nor by the majority of the employee representatives, so that compliance with the quota is based on the overall, and not on the separate, meeting of the minimum quota pursuant to Sec. 86 (7) AktG.

Thus, with eight members of the Supervisory Board to be elected by the Annual General Meeting, at least two seats on the Supervisory Board must be filled by women and two by men. At present, of the eight capital representatives on the Supervisory Board, two are women, so that the minimum proportion requirement pursuant to § 86 (7) AktG is met.

The Supervisory Board proposes to elect Mr. Ulrich Steffen Ritter, born 1959, and Mr. Manfred Rapf, born 1960, as new members of the Supervisory Board with effect from the end of this Annual General Meeting, and to re-elect Mr. Rapf as a member of the Supervisory Board in accordance with § 8 para 3 of the Articles of Association and § 87 para 7 of the Stock Corporation Act until the end of the Annual General Meeting which resolves on the approval of the actions of the members of the Management Board and of the Supervisory Board for the fiscal years 2025.

The proposed persons have submitted a declaration pursuant to Section 87 (2) of the Austrian Stock Corporation Act (AktG), which is also available on the company's website together with their curriculum vitae. The declaration states, in particular, that

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and, in the assessment of the nominee, there are no circumstances which could give rise to concern about the nominee's impartiality,
2. the nominee has not been convicted for any criminal offense by a legally binding court decision, in particular of any offense which calls into question nominee's professional reliability pursuant to § 87 (2a) sentence 3 AktG, and
3. there are no impediments to appointment within the meaning of Sec. 86 (2) and (4) AktG.

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The Annual General Meeting is bound by election proposals in the following manner. Proposals for the election of Supervisory Board members together with the declarations pursuant to Section 87 (2) AktG for each proposed person must be made available on the Company's website no later than May 24, 2022, otherwise the person in question may not be included in the vote. This also applies to election proposals by shareholders pursuant to Section 110 AktG, which must be received by the Company in written form no later than May 20, 2022, referring to the text of the convening notice with regard to the details and requirements for the consideration of such election proposals.

8. Resolution on the compensation report

The Management Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible compensation report for the remuneration of the members of the Management Board and of the Supervisory Board pursuant to Section 78c in conjunction with Section 98a AktG.

This compensation report shall provide a comprehensive overview of the compensation granted or owed to the current and former members of the Management Board and the Supervisory Board in the course of the last financial year within the framework of the compensation policy (Section 78a in conjunction with Section 98a AktG), including all benefits in any form.

The compensation report for the last fiscal year shall be submitted to the Annual General Meeting for voting. The vote shall be of a recommendatory nature. The resolution is not subject to contestation (§ 78d para. 1 AktG).

This resolution proposal of the Management Board and the Supervisory Board on the resolution on the remuneration report and the remuneration report shall be made available on the website registered in the Commercial Register pursuant to Section 108 para 4 item 4 of the Stock Corporation Act as of the 21st day prior to the General Meeting.

The Management Board and the Supervisory Board of S IMMO AG have resolved on 10 May 2022 a remuneration report pursuant to section 78c in connection with section 98a of the Austrian Stock Corporation Act and have made a proposal for resolution pursuant to section 108 para 1 of the Austrian Stock Corporation Act.

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The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2021, as made available on the website registered in the Company Register, be adopted.

- 9. Resolutions on the authorization of the Executive Board to repurchase and sell treasury shares of the Company also by means other than on the stock exchange or by means of a public offer, also in connection with the authorization of the Executive Board, with the consent of the Supervisory Board, to exclude the general tender right and the subscription right or the general purchase option of the shareholders, and on the authorization of the Executive Board, with the consent of the Supervisory Board, to redeem treasury shares, revoking the currently existing corresponding authorizations, and report of the Executive Board pursuant to Sec. 65 (3) AktG in connection with the acquisition of treasury shares**

At the 31st Annual General Meeting on October 12, 2020, the Executive Board was authorized to acquire treasury shares up to the legally permissible maximum of 10% of the capital stock for a period of 30 months from the date of the resolution, to retire them if necessary and, with the approval of the Supervisory Board, to sell them within five years from the date of the resolution by means other than via the stock exchange or by public offer, excluding shareholders' subscription rights.

This authorization to repurchase shares expires on April 11, 2023 and is therefore to be revoked to the extent not yet utilized and renewed to the maximum extent permitted by law.

The Executive Board and the Supervisory Board therefore propose the adoption of the following resolution:

- „1. The authorization of the Management Board granted at the 31st Annual General Meeting on October 12, 2020 to acquire treasury shares shall be cancelled to the extent not utilized. The authorization granted to the Executive Board in the 31st Annual General Meeting on October 12, 2020 to acquire treasury shares shall be cancelled to the extent not utilized and the Executive Board shall be authorized at the same time pursuant to Section 65 (1) 8 and (1a) and (1b) AktG for a period of 30 months from the date of the resolution, with the consent of the Supervisory Board, to acquire treasury shares of the Company in the amount of up to 10% of the share capital of the Company, also by repeatedly utilizing the 10% limit, both on the stock exchange and over the counter, also excluding the shareholders' quota tender rights. The authorization may be exercised in whole or in part or in several in-

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installments and in pursuit of one or more purposes by the Company, its affiliated companies or for their account by third parties. The equivalent value per no-par value share may not be less than the lower limit of EUR 1.00. The highest consideration per no-par value share to be paid upon repurchase may not be more than 15% above the average daily closing price of the Company's shares on the Vienna Stock Exchange over the previous 10 trading days, weighted according to the respective trading volumes.

2. The authorization granted to the Executive Board at the 31st Annual General Meeting on October 12, 2020 to sell treasury shares shall be revoked and the Executive Board shall at the same time be authorized for a period of 5 years from the date of the resolution pursuant to Sec. 65 (1b) AktG, with the approval of the Supervisory Board, to sell or use treasury shares of the Company also in a way other than via the stock exchange or by means of a public offer and in this context also to exclude the shareholders' quota-based purchase right (exclusion of subscription rights). The authorization may be exercised in whole or in part or in several installments and in pursuit of one or more purposes.
3. The authorization granted to the Executive Board at the 31st Annual General Meeting on October 12, 2020 to redeem treasury shares shall be revoked and the Executive Board shall be authorized at the same time, without further referral to the Annual General Meeting, to redeem treasury shares with the consent of the Supervisory Board. Treasury shares redeemed pursuant to this authorization shall be deducted from the 10% limit pursuant to item 1. of the resolution. The Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from the retirement of shares."

With regard to this proposed resolution for authorizations of the Executive Board - with the approval of the Supervisory Board - to exclude subscription rights in connection with treasury shares, the Executive Board has submitted a detailed written report, which is attached to this proposed resolution and is available on the Company's website at www.simmoag.at (Investor Relations/Annual General Meeting).

10. Voting recommendation on shareholder proposals that are not published on the Company's website until after the record date or that are not submitted or amended until during the Annual General Meeting

The Executive Board and Supervisory Board propose that shareholders vote AGAINST all motions for resolutions by shareholders that are not made available on the Company's website until after the record date

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of the Annual General Meeting (i.e. May 22, 2022, 24:00 hours Vienna time) or that are only proposed or amended during the course of the Annual General Meeting. The purpose of this voting right recommendation is to ensure that the majority of resolutions at the Annual General Meeting are not influenced by unannounced resolution proposals or ad hoc motions from shareholders, because in many cases the special proxies can no longer obtain timely instructions from their shareholders on these new resolution proposals (safeguarding the correctness of the formation of the shareholders' will). This is also expedient because all shareholders must be represented by special proxies at the Annual General Meeting convened as a virtual meeting.

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