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S IMMO AG
Vienna, FN 58358 x

**Proposed resolutions of the Management Board and the
Supervisory Board for the
35th Annual General Meeting
03 May 2024**

- 1. Presentation of the adopted annual financial statements including the management report and corporate governance report as of 31 December 2023, the consolidated financial statements including the group management report as of 31 December 2023, the non-financial report for the financial year 2023, the proposal for the distribution of profits and the report of the Supervisory Board for the financial year 2023**

The presentation of the aforementioned documents only serves the purpose of reporting to the Annual General Meeting because the annual financial statements for 2023 have already been approved by the Supervisory Board and thus adopted.

- 2. 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 3,316,689 treasury shares. However, the number of treasury shares can still change until the day of the Annual General Meeting; pursuant to section 65 para 5 of the Austrian Stock Corporation Act (AktG), treasury shares are not entitled to dividends. The number of shares entitled to dividends as of today is 70,292,207 shares.

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

The distributable profit in the amount of EUR 299,690,743.82 shown in the annual financial statements of S IMMO AG as of 31 December 2023 will be carried forward in its entirety.

3. Resolution discharging the members of the Management Board for the financial year 2023

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board holding office in the financial year 2023 be approved for this period.

4. Resolution discharging the members of the Supervisory Board for the financial year 2023

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the financial year 2023 be approved for this period.

5. Election of the auditor, the group auditor as well as the auditor for the (separate) non-financial report, in each case for the financial year 2024

The Supervisory Board proposes, in line with the recommendation of the Audit Committee, to elect Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor of the financial statements, as auditor of the consolidated financial statements and as auditor of the (separate) non-financial report for the financial year 2024.

6. Resolution on the remuneration report for the financial year 2023

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

This remuneration report shall provide a comprehensive overview of the remuneration 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 remuneration policy (section 78a in conjunction with section 98a AktG), including all benefits in any form.

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The remuneration report for the last business year shall be submitted to the general meeting for voting. The vote in the general meeting on the remuneration report shall be of a recommendatory nature. The resolution is not contestable (section 78d para 1 AktG).

This proposed resolution 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 Company Register as of the 21st day prior to the Annual General Meeting in accordance with section 108 para 4 no 4 AktG.

On 05 April 2024, the Management Board and the Supervisory Board of S IMMO AG approved a remuneration report in accordance with section 78c in conjunction with section 98a AktG and proposed a resolution in accordance with section 108 para 1 AktG.

The remuneration report will be made available on the website of S IMMO AG www.simmoag.at/hauptversammlung, which is registered in the commercial register, no later than 12 April 2024 (21st day before the AGM).

The Management Board and the Supervisory Board propose that the remuneration report for the remuneration of the members of the Management Board and the Supervisory Board of S IMMO AG for the financial year 2023, as made available on the website registered in the Company Register, be adopted.

- 7. Resolutions authorising the Management Board to repurchase and dispose of treasury shares, including in a manner other than through the stock exchange or through a public offer, while also authorising the Management Board when doing so, with the approval of the Supervisory Board, to exclude the shareholders' general right of tender and subscription and/or general option to purchase and authorising the Management Board, with the approval of the Supervisory Board, to cancel treasury shares while revoking the relevant authorisations existing at the time, and report of the Management Board pursuant to section 65 para 3 AktG in connection with the acquisition of treasury shares**

At the 33rd Annual General Meeting on 01 June 2022, the Management 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.

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This authorization to repurchase shares expires on 30 November 2024 and is therefore to be revoked to the extent not yet utilized and renewed to the maximum extent permitted by law.

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

- "1. The authorization granted to the Management Board in the 33rd Annual General Meeting on 01 June 2022 to acquire treasury shares shall be cancelled to the extent not utilized and the Management Board shall be authorized at the same time pursuant to section 65 para 1 no 8 and para 1a and para 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 instalments 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 Management Board at the 33rd Annual General Meeting on 01 June 2022 to sell treasury shares shall be revoked and the Management Board shall at the same time be authorized for a period of 5 years from the date of the resolution pursuant to section 65 para 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 instalments and in pursuit of one or more purposes.
3. The authorization granted to the Management Board at the 33rd Annual General Meeting on 01 June 2022 to redeem treasury shares shall be revoked and the Management 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

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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 Management Board - with the approval of the Supervisory Board - to exclude subscription rights in connection with treasury shares, the Management 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).

8. Resolution on the remuneration policy

The Supervisory Board of a listed company is required to devise principles for compensation paid to the members of its Management Board and Supervisory Board in accordance with section 78a AktG in conjunction with section 98a AktG (remuneration policy).

The remuneration policy must be presented to the Annual General Meeting for approval at least every fourth financial year (as well as following any material amendment). S IMMO AG was required to do so for the first time during its Annual General Meeting on 12 October 2020.

The vote taken at the Annual General Meeting will be viewed as of a recommendatory nature. The resolution cannot be disputed (section 78b para 1 AktG).

The Supervisory Board is required to submit a proposed resolution concerning the remuneration policy pursuant to section 108 para 1 AktG.

In accordance with section 108 para 4 no 4 AktG, said proposed resolution submitted by the Supervisory Board and the remuneration policy must be made available on the company's registered website as of the 21st day prior to the Annual General Meeting.

At its meeting on 05 April 2024, the Supervisory Board of S IMMO AG devised principles for compensation paid to the members of its Management Board and Supervisory Board in accordance with section 78a AktG in conjunction with section 98a AktG (remuneration policy).

The remuneration policy will be made available on the registered website of S IMMO AG (www.simmoag.com) by 12 April 2024 (21st day prior to the AGM) at the latest.

The Supervisory Board proposes adopting the remuneration policy in the form made available on the company's registered website.

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9. Voting recommendation on shareholder proposals that are not published on the company's website until after the record date or that are only submitted or amended during the course of the Annual General Meeting

The Management Board and the Supervisory Board propose to the shareholders to vote AGAINST all proposals for resolutions of shareholders which are made available on the website of the Company after the record date of the Annual General Meeting (i.e. 23 April 2024, 24:00 hrs Vienna time) or which are made or amended during the course of the Annual General Meeting. This voting recommendation is intended to ensure that the majority of resolutions at the Annual General Meeting is not influenced by unannounced resolution proposals or ad hoc motions from shareholders, because in many cases the special proxies are no longer able to obtain instructions from their shareholders on these new resolution proposals in good time (safeguarding the correctness of the formation of the shareholders' will).

Vienna, April 2024

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