

publication: 03.06.2021 19:10
source: <http://adhoc.presstext.com/news/1622740200680>
keywords: S IMMO AG / Extraordinary General Meeting / Convocation

Shareholders' meeting according to article 107 section 3 AktG

S IMMO AG: Invitation to the Extraordinary General Meeting

Vienna (pta011/03.06.2021/19:10) - This is a working translation from the German language version and for convenience purposes only. Only the German version is legally binding.

S IMMO AG

Vienna

FN 58358 x, ISIN AT0000652250

Invitation to the extraordinary General Meeting of

S IMMO AG

("the Company")

on Thursday, 24 June 2021 at 10:00 a.m.

at the Vienna Marriott Hotel in 1010 Vienna, Parkring 12a.

I. GENERAL MEETING TO BE CONDUCTED AS A VIRTUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS

1. The Austrian COVID-19 Act Amending Corporate Law (COVID-19-GesG) and Austrian COVID-19 Regulation Amending Corporate Law (COVID-19- GesV)

Following careful consideration, the Management Board has decided to take advantage of the new statutory regulations governing virtual general meetings in order to protect shareholders and other attendees.

In accordance with Section 1, para. 2, COVID-19-GesG, Austrian Federal Law Gazette (BGBl.) I, No. 16/2020, in the version of BGBl. I, No. 156/2020, and the COVID-19-GesV (BGBl.) II, No. 140/2020, in the version of BGBl. II, No. 616/2020), the General Meeting of S IMMO AG on 30 April 2021 is to be held as a virtual General Meeting in consideration of the interests of both the Company and the attendees.

According to the Management Board's decision, this means that shareholders and their proxies (with the exception of special proxies in accordance with Section 3, para. 4, COVID-19-GesV), cannot attend the General Meeting of S IMMO AG on 24 June 2021 in person in order to protect their health.

The General Meeting will take place with the Chairman of the Supervisory Board, the members of the Management Board, the certifying notary and the four special proxies appointed by the Company present in person at the Vienna Marriott Hotel, Parkring 12a, 1010 Vienna.

Conducting the General Meeting in the form of a virtual General Meeting pursuant to the COVID-19-GesV will result in modifications to the otherwise customary procedures of the General Meeting as well as to how the shareholders exercise their rights.

Voting rights, the right to file motions, and the right to raise objections will be exercised exclusively by granting power of attorney and issuing instructions to one of the special proxies proposed by the Company in accordance with Section 3, para. 4, COVID-19-GesV.

Shareholders themselves can also exercise their right to information during the virtual General Meeting, exclusively in written or electronic form and exclusively by e-mail sent directly to the e-mail address fragen.simmoag@hauptversammlung.at.

2. Broadcast of the General Meeting on the Internet

The General Meeting will be streamed (audio and video) in real time on the Internet in accordance with Section 3, para. 2 and para. 4, COVID-19-GesV.

Doing so is permissible with respect to data protection law on the basis of the legal provisions of Section 3, para. 4, of the COVID-19-GesV.

All shareholders of the Company can watch the General Meeting on 24 June 2021, starting at 10:00 a.m., as a virtual General Meeting using computer equipment on the Internet at www.simmoag.at/hauptversammlung.

The technical requirements for the shareholders are appropriately reliable Internet access/a reliable Internet connection and an Internet-enabled device with a HTML5 Internet browser with JavaScript activated that is capable of playing the audio-visual stream (e.g. a PC with monitor and loudspeaker, notebook, tablet, smartphone, etc.).

With the video and audio of the General Meeting being broadcast in real time on the Internet, all shareholders who so desire will have the opportunity to follow the General Meeting as well as the Management Board's presentation and its responses to questions from shareholders.

Shareholders are hereby informed that this live broadcast as a virtual General Meeting will not enable remote participation (Section 102, para. 3, no. 2, of the Aktiengesetz (AktG - Austrian Stock Corporation Act) or remote voting (Section 102, para. 3, no. 3, of the AktG and Section 126 of the AktG) and the Internet broadcast will not be a two-way connection. Shareholders will therefore be unable to take the floor. Please refer to item VI below concerning the right to ask questions.

Shareholders are also informed that the Company is responsible for the communications equipment used only to the extent that it falls within the Company's sphere of operations.

In all other respects, please refer to the organisational and technical requirements for attending the virtual General Meeting indicated in this invitation pursuant to Section 2, para. 4, of the COVID-19-GesV.

This year, shareholders are asked to pay special attention to the following items of this invitation, namely item V on appointment of a special proxy; item VI, subitem 3 on exercising shareholders' right to information; and item VI, subitem 4 on exercising shareholders' right to file motions.

II. AGENDA

1. Resolution on the amendment to the Articles of Association in Section 13 of the Articles of Association to cancel the maximum voting right defined in Section 13 para 3 of the Articles of Association, combined with an amendment to the Articles of Association, which is subject to a condition precedent, in Section 13 of the Articles of Association to reinstate the maximum voting right with the same provisions, whereby the condition precedent shall be that the voluntary public offer published by IMMOFINANZ AG as bidder on 19 May 2021 pursuant to Section 25a Übernahmegesetz (ÜbG - Austrian Takeover Act) to shareholders (reference number of the Austrian Takeover Commission GZ 2021/3/1) has not become unconditionally binding.

III. DOCUMENTS FOR THE EXTRAORDINARY GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

The following documents, in particular, will be available from 03 June 2021 at the latest on the Company's website at www.simmoag.at/agm:

- * Request of IMMOFINANZ AG dated 19 May 2021 for the calling of the extraordinary shareholders' meeting
- * Proposed resolution and reasons for agenda item 1 by IMMOFINANZ AG dated 19 May 2021,
- * Statement of the Management Board and Supervisory Board on the proposed resolution by IMMOFINANZ AG,
- * Statement of the Management Board on the voluntary public takeover offer of IMMOFINANZ AG,
- * Statement of the Supervisory Board on the voluntary public takeover offer of IMMOFINANZ AG,
- * Form granting power of attorney for one of the special proxies in accordance with Section 3, para 4, COVID-19-GesV,
- * Form for revoking a power of attorney,

* Question form,

* Full text of this invitation.

IV. RECORD DATE AND REQUIREMENTS FOR ATTENDANCE AT THE GENERAL MEETING

Eligibility to attend the virtual General Meeting and to exercise the shareholder rights to be exercised in conjunction with the virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is based on share ownership at midnight on 14 June 2021, Vienna time (Record Date).

Only persons who are shareholders as of the Record Date and demonstrate this to the Company are eligible to attend the virtual General Meeting.

Shareholders who accept the voluntary public takeover offer published by IMMOFINANZ AG for a on 19 May 2021 to acquire a controlling interest pursuant to Section 25a ÜbG, prior to the Record Date may still register for and participate in the General Meeting. As per Information of IMMOFINANZ AG the shares tendered for acceptance of the takeover offer during the acceptance period will receive the ISIN AT0000A2QM74. In this case, the registration for the Annual General Meeting and all other information to be provided in connection with the General Meeting can then be made with this ISIN (AT0000A2QM74).

A safe custody receipt in accordance with Section 10a AktG is required as evidence of share ownership on the Record Date and must be delivered to the Company through one of the following communication channels and addresses no later than 21 June 2021 (midnight, CEST, Vienna time):

Without a safe custody receipt received on time by the Company, shareholders cannot effectively appoint a special proxy and therefore will be unable to exercise their shareholders' rights.

We request that shareholders contact their custodian bank and arrange for the issuance and submission of a safe custody receipt. The record date has no effect on the ability to sell the shares.

Safe custody receipt in accordance with Section 10a AktG

The safe custody receipt must be issued by a custodian bank based in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- * Information regarding the issuer: name and address of company or a code commonly used in transactions between banks
- * Information regarding the shareholder: name of person or company and address; in the case of natural persons, also the date of birth; in the case of legal entities, place of registry and number with which the legal entity is registered in its country of domicile
- * Information regarding the shares: number of shares held by the shareholder, ISIN AT0000652250 or ISIN AT0000A2QM74 (International Securities Identification Number)
- * Custody account number or other designation
- * Point in time to which the safe custody receipt refers

The safe custody receipt as evidence of share ownership to attend the General Meeting must refer to the end of the Record Date 14 June 2021 (midnight, CEST, Vienna time).

The safe custody receipt will be accepted in German or English.

V. APPOINTMENT OF A SPECIAL PROXY AND THE PROCEDURE TO BE FOLLOWED

Any shareholder who is eligible to attend the virtual General Meeting and has demonstrated this to the Company in accordance with the provisions of item IV in this invitation has the right to appoint a special proxy.

In accordance with Section 3, para. 4, COVID-19-GesV, only one of the special proxies can file motions, cast votes and raise objections during the virtual General Meeting of S IMMO AG on 24 June 2021, the costs of which the Company will pay.

The following individuals, who are qualified and independent from the Company, are recommended as special proxies:

- (i) Dipl.-Volkswirt, Dipl.-Jur. Florian Beckermann, LL.M.

c/o Interessenverband für Anleger, IVA
Feldmühlgasse 22, 1130 Wien
Tel +43 (0)1 8763343-30
E-Mail beckermann.simmoag@hauptversammlung.at

(ii) Dr. Mario Gall (attorney-at-law)
c/o Pelzmann Gall Größ Rechtsanwälte GmbH
Wagramer Straße 19/33, 1220 Wien
Tel + 43 (0)1 26095 2155
E-Mail gall.simmoag@hauptversammlung.at

(iii) Mag. Ewald Oberhammer, LL.M. (attorney-at-law)
Oberhammer Rechtsanwälte GmbH
Karlsplatz 3/1, 1010 Wien
Tel + 43 (0)1 503 30 00
E-Mail oberhammer.simmoag@hauptversammlung.at

(iv) Mag. Gernot Wilfling (attorney-at-law)
Müller Partner Rechtsanwälte GmbH
Rockhgasse 6, 1010 Wien
Tel + 43 (0)1 535 80 08
E-Mail wilfling.simmoag@hauptversammlung.at

Each shareholder may choose one of the individuals named above as his or her special proxy and grant that person power of attorney.

Section 3, para. 4, of the COVID-19-GesV prohibits powers of attorney from being granted to a different individual.

To simplify the staging of the General Meeting, shareholders are requested to limit communication with their respectively chosen proxies to requesting the filing of motions, casting of votes and the raising of objections. By contrast, shareholders themselves may also exercise their right to information during the virtual General Meeting by means of electronic communication by sending questions directly to the Management Board via e-mail in accordance with item VI, subitem 3.

Shareholders are advised to contact their authorised special proxy in advance if the authorised special proxy is being given instructions on the filing of motions, casting of votes or raising of objections concerning one or more items on the agenda during the virtual General Meeting. During the General Meeting, communication with the proxies will be possible only via e-mail at the e-mail address provided above for each special proxy.

To verify the shareholder's identity, in particular during the General Meeting, the designated field on the form granting power of attorney must indicate the e-mail address that will be used to send questions and issue instructions to the special proxy. Furthermore, the signature of the shareholder confirms that only he or she will have access to the e-mail address provided there.

The Company has created a form for granting powers of attorney, which can be downloaded from its website at www.simmoag.at/agm from 03 June 2021 at the latest. Please read the form granting power of attorney carefully.

In your own interests, powers of attorney should be received by your proxy at the corresponding e- mail address given below no later than 4:00 p.m. on 23 June 2021:

- (i) beckermann.simmoag@hauptversammlung.at
- (ii) gall.simmoag@hauptversammlung.at
- (iii) oberhammer.simmoag@hauptversammlung.at
- (iv) wilfling.simmoag@hauptversammlung.at

This method of submission gives your chosen and authorised special proxy - not one of the other proxies - direct access to the power of attorney.

Handing the power of attorney to the special proxy in person at the meeting venue is expressly prohibited in order to maintain the special measures put in place because of COVID-19.

In addition to submitting the form to the e-mail addresses above, only the following methods of communication and addresses are available for submitting powers of attorney:

The appointment of a special proxy is only valid using the form available for download on the Company's website. The details of the power of attorney, in particular the text form and the content of the power of attorney, can be found in the power of attorney form made available to the shareholders.

When authorising another person, it must be ensured by means of an effective chain of authorisation (sub-authorisation) that one of the four special proxies is authorised to exercise voting rights, the right to file motions and the right to make objections at the General Meeting itself. In accordance with Section 3, para. 4, COVID-19-GesV, it is not possible to authorise a person other than the four special proxies to exercise these rights at the General Meeting. However, it is permitted to authorise other persons to exercise other rights, including in particular the right to request information and the right to speak.

The above provisions regarding the granting of power of attorney apply accordingly to revoking power of attorney. A form for doing so is also available on the Company's website, the use of which is mandatory if a shareholder wishes to revoke a power of attorney.

The special proxies will exercise voting rights, the right to file motions and the right to make objections only as instructed. If the proxy does not have instructions for a specific resolution, the proxy will abstain. The proxy will also abstain from resolutions for which unclear instructions were issued (e.g. FOR and AGAINST the same resolution at the same time).

Shareholders are requested to issue their instructions to their chosen proxy using the appropriate Section of the authorisation form, which will be available for download from the Company's website at www.simmoag.at/agm from 03 June 2021 at the latest.

Instructions can be issued together with the power of attorney or also at a later date. Instructions to exercise voting rights, the right to file motions and the right to make objections can be issued before or during the General Meeting until the time determined by the Chairman. Until such time, shareholders can amend instructions already issued or issue new instructions.

VI. NOTES ON SHAREHOLDER'S RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Additions to the agenda by shareholders in accordance with Section 109 AktG

Shareholders whose shares individually or collectively amount to 5% of the share capital and who have been holders of these shares for at least three months prior to the motion can submit a written request for additional items to be put on the agenda of this General Meeting and published, provided the request is received by the Company in writing by no later than 5 June 2021 (midnight, Vienna time) by post or courier service at Investor Relations Dept., Attn.: Mr Andreas Feuerstein, Friedrichstrasse 10, 1010 Vienna or by E-mail, with a qualified electronic signature to andreas.feuerstein@simmoag.at or by SWIFT to the address GIBAATWGGMS. "In writing" means signed by hand or by corporate signature by each applicant or, if by e-mail, by qualified electronic signature or, if by SWIFT, by Message Type MT598 or Type MT599, it being imperative that ISIN AT0000652250 be indicated in the text.

Each such application for an agenda item must include a proposed resolution, together with the reasons. The agenda item and proposed resolution, but not its reasoning, must also be written in German. Shareholder status shall be evidenced by submission of a safe custody receipt in accordance with Section 10a AktG that confirms that the requesting shareholders have held the shares for at least three months prior to the application and that the safe custody receipt is no more than seven days old at the time of its submission. Multiple safe custody receipts for shares that collectively represent only a 5% stake in the share capital must indicate to the same point in time (date, time).

Please refer to the information on eligibility to attend (item IV of this invitation) with regard to the other requirements for the safe custody receipt.

2. Proposed resolutions for agenda items by shareholders in accordance with Section 110 AktG

Shareholders whose shares individually or collectively amount to 1% of the share capital can submit proposals for resolutions on each agenda item, together with the reasons, and request that these proposals, together with the names of the shareholders

concerned, the associated reasons and any opinion of the Management Board or the Supervisory Board be published on the Company's registered website, provided the request is delivered to the Company in written or electronic form as defined by Section 13, para. 2, AktG by no later than 15 June 2021 (midnight, CEST, Vienna time) either by fax to +43 (0)1 22795 91125; by mail to its business address at S IMMO AG, Investor Relations Department, Attn. Mr Andreas Feuerstein, Friedrichstrasse 10, 1010 Vienna; or by e-mail at andreas.feuerstein@simmoag.at, with the request attached to the e-mail in written or electronic form as defined by Section 13, para. 2, AktG, for example, as a PDF. If statements are required in text form as defined by Section 13, para. 2, of the AktG, the statement must be submitted in notarised form or some other form suitable as a permanent written record. The statement must also name the individual making said statement, and the end of the statement must be identified by a representation of the individual's signature or in some other manner. The proposed resolution, but not its reasoning, must also be written in German.

Shareholder status shall be evidenced by submission of a safe custody receipt in accordance with Section 10a AktG that confirms that the safe custody receipt is no more than seven days old at the time of its submission. Multiple safe custody receipts for shares that collectively represent only a 1% stake in the share capital must indicate to the same point in time (date, time).

Please refer to the information on eligibility to attend (item IV of this invitation) with regard to the other requirements for the safe custody receipt.

3. Shareholders' right to information in accordance with Section 118

At the General Meeting, upon request, each shareholder shall be provided with information regarding the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The right to information also extends to the Company's legal relationships to an affiliated company as well as to the position of the Group and the companies included in the consolidated financial statements.

The information may be refused if, according to reasonable business judgement, it could cause significant harm to the Company or an affiliated company or its disclosure would constitute a criminal offence.

The right to request information and the right to speak can be exercised by an e-mail sent to the e-mail address created for this purpose, fragen.simmoag@hauptversammlung.at. Please use the question form, which will be available for download from the Company's website at www.simmoag.at/agm from 03 June 2021 at the latest, and attach the completed and signed form to your e-mail.

If you send your questions or speeches without using the question form, the identity of the shareholder (name/company, date of birth/shareholder's commercial register number) must be stated and the end of the statement must be clearly identified by a reproduction of the shareholder's signature or by other means, for example by stating the name of the shareholder/company (Section 13, para. 2, AktG). To enable the Company to ascertain the shareholder's identity and consistency with the safe custody receipt, please also state your custody account number in your e-mail in such event.

If the right to request information/right to speak is exercised by a proxy, proof of power of attorney must also be provided in written or electronic form. Please note that the special proxies cannot be authorised to exercise the right to request information/right to speak.

Shareholders are asked to send their questions in advance before the General Meeting in written or electronic form by e-mail to fragen.simmoag@hauptversammlung.at in time for the Company to receive them by no later than 21 June 2021. By doing so, you will enable the Management Board to prepare their exact responses to the questions you submit and deliver them as quickly as possible.

Shareholders can also send their questions and speeches to the Company during the General Meeting, exclusively in written or electronic form by e-mail sent directly to fragen.simmoag@hauptversammlung.at. Please note that the Chairman can set appropriate time limits for questions and speeches during the General Meeting.

The requirement for exercising a shareholder's right to request information is proof of eligibility in accordance with Section IV of this invitation.

4. Motions from shareholders in the General Meeting in accordance with Section 119 AktG

Each shareholder has the right (regardless of their specific share ownership) to submit motions on any item on the agenda through his or her special proxy at the virtual General Meeting pursuant to the COVID-19-GesG and the COVID-19-GesV. Motions, however, may be submitted only to the proxy authorised by the shareholder and filed by said proxy.

The requirement for doing so is proof of eligibility to attend in accordance with item IV of this invitation and the granting of a corresponding power of attorney to the special proxy in accordance with item V of this invitation.

5. Information for shareholders regarding data processing

S IMMO AG processes the personal data of its shareholders (in particular, those as defined in Section 10a, para. 2, AktG, being the name, address, date of birth, securities account number, number of shares held by the shareholder, if applicable share category, voting card number, and, if applicable, name and date of birth of the proxy) under the applicable data protection provisions, but in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act (DPA) in order to enable the shareholders to exercise their rights at the General Meeting.

The processing of the shareholders' personal data is mandatory in order for the shareholders and their proxies to attend at the General Meeting in accordance with the Austrian Stock Corporation Act (AktG). The legal basis for the processing is therefore Article 6 (1) c) of the GDPR.

S IMMO AG is the data controller for the processing. S IMMO AG uses external service providers, such as notaries, lawyers, special proxies, banks and IT service providers, to organise the General Meeting. These service providers only receive personal data from S IMMO AG that are necessary for the execution of the ordered service, and they process the data only in accordance with S IMMO AG's instructions. Insofar as it is legally necessary, S IMMO AG has entered into a data protection agreement with these service providers.

If a shareholder attends the virtual General Meeting, all of the proxies, members of the Management and Supervisory Boards, and the notary who are present will be able to view their name on the list of participants, which must be kept by law (Section 117 AktG), and thereby also view the personal data (including their address and share details) contained therein. S IMMO AG is also required by law to submit its shareholders' personal data (in particular the list of participants) to the Commercial Register (Firmenbuch) as part of the notarial record (Section 120 AktG).

Shareholder information will be anonymised or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and unless other legal obligations require further storage. Legal obligations regarding documentation and data retention primarily arise from business, stock corporation and takeover laws, fiscal and tax laws, and money laundering laws. If legal claims are made by shareholders against S IMMO AG or vice versa by S IMMO AG against shareholders, the storage of personal data shall serve to clarify and enforce claims in individual cases.

In connection with legal proceedings brought before civil courts, this may lead to the storage of data during the period of limitation plus the duration of the legal proceedings until its final legal termination.

Every shareholder has the right of access, right to rectification, erasure ('right to be forgotten'), restriction of processing, and the right to object at any time regarding the processing of personal data as well as the right to data portability in accordance with Chapter III of the GDPR. Shareholders can assert these rights free of charge by contacting S IMMO AG by e-mail at media@simmoag.at or via the following contact details:

S IMMO AG

Friedrichstrasse 10, 1010 Vienna, Austria

Phone: +43 (0)1 22795-1112

Fax: +43 (0)1 22795-91112

In addition, the shareholders have the right to lodge a complaint with the competent supervisory authority (Data Protection Authority) in accordance with Article 77 of the GDPR.

Additional information on data protection can be found in the privacy policy on the S IMMO AG website (www.simmoag.at).

VII. ADDITIONAL INFORMATION AND NOTES

Total number of shares and voting rights

At the time of convening the General Meeting the share capital of the company was EUR 267,457,923.62, divided into 73,608,896 no-par value shares. Each share carries one vote.

As of 02 June 2021 the Company holds 2,676,872 treasury shares. These shares do not confer any rights, not even the right to vote. Any change in the holdings of treasury shares until the General Meeting and, thus, the total number of voting rights at the Meeting.

No in-person attendance

We expressly wish to point out once more that, during the upcoming virtual General Meeting, there will be neither shareholders nor guests physically in attendance at the meeting venue because of the legal requirements.

Vienna, June 2021 The Management Board

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stock exchanges: official trade in Vienna



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