

## Announcement by IMMOFINANZ AG

### on the non-occurrence of a condition precedent of the voluntary public takeover offer to acquire a controlling interest pursuant to Section 25a of the Austrian Takeover Act of IMMOFINANZ AG to the shareholders of S IMMO AG (ISIN AT0000652250) (the "Offer")

IMMOFINANZ AG as Bidder published the Offer on 19 May 2021. The Offer relates to the acquisition of all outstanding no-par value bearer shares of S IMMO which are not held by or attributable to the bidder or any party acting in concert with the Bidder. Treasury shares are excluded from the Offer.

Pursuant to Section 4.3(a) of the offer document, the Offer is subject to the condition precedent that the shareholders' meeting of S IMMO has adopted a resolution on amendments to the Articles of Association no later than prior to the 15th (fifteenth) trading day before the expiry of the acceptance period: (i) an amendment to the Articles of Association to cancel Section 13 para (3) of the Articles of Association of S IMMO (maximum voting right), combined with (ii) an amendment to the Articles of Association, subject to a condition precedent, with which the maximum voting right is reinstated in accordance with the current provision of Section 13 para (3) of the Articles of Association of S IMMO, whereby it is determined as a condition precedent for the effectiveness of the reinstatement of the maximum voting right (condition precedent) that the Offer shall not become unconditionally binding, with the following resolution text:

"(i) the Articles of Association of the Company shall be amended in Section 13 para (3) in such a way that Section 13 para (3) shall be repealed and shall read as follows: "*(3) Cancelled without substitution.*", and the executive board shall be obliged to immediately file the resolved amendment to the Articles of Association for registration in the companies register (Section 148 para 1 of the Austrian Stock Corporation Act) and (ii) upon the occurrence of the condition precedent referred to below, the Articles of Association of the Company shall be amended in Section 13 in such a way that a new para (4) shall be added and Section 13 para 4 shall read as follows:

"*(4) The voting rights of each shareholder in the General Meeting are limited to fifteen per cent (15 %) of the issued shares, whereby shares of companies constituting a group according to Section 15 of the Austrian Stock Corporation Act shall be aggregated. The same shall apply for shares held by a third party for the account of the respective shareholders or for the account of a group company with which such shareholder is affiliated. The shares of shareholders acting in concert for the exercise of their voting rights on the basis of a contract or coordination shall also be aggregated.*",

whereby it is a condition precedent that the voluntary offer has not become unconditionally binding (condition precedent) and the executive board is obliged to file the resolved amendment to the Articles of Association for registration in the commercial register without undue delay after the occurrence of the condition precedent (Section 148 para 1 of the Austrian Stock Corporation Act)".

At the extraordinary shareholders' meeting of S IMMO AG on 24 June 2021, the resolution mentioned above was put to the vote and did not achieve the required majority.

The condition precedent pursuant to applicable Section 4.3(a) of the offer document has therefore not been fulfilled.

Vienna, 25 June 2021