



CPI PROPERTY GROUP

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Ad hoc disclosure of inside information according to Article 17 of the EU Market Abuse Regulation

Luxembourg, 02 May 2022

CPI PROPERTY GROUP (“CPIPG”) and S IMMO AG (“S IMMO”) reached an agreement concerning S IMMO's support for the proposed abolishment of the voting cap and the intended takeover offer.

CPIPG and S IMMO have today reached an agreement concerning next steps in relation to CPIPG's request to convene an extraordinary shareholders' meeting of S IMMO (“**EGM**”) to resolve on the abolishment of the voting cap and CPIPG's intention to subsequently launch a mandatory offer to the shareholders of S IMMO (the “**Offer**”).

The key terms of the agreement are:

-- CPIPG has agreed to increase the Offer price to EUR 23.50 per S IMMO share *cum dividend*, which S IMMO's management board considers fair;

-- instead of a separate EGM, S IMMO will convene the 2022 annual general meeting (the “**AGM**”) already for 1 June 2022, the proposed resolution on the abolishment of the voting cap will be the first item on the agenda; S IMMO's management board - with the approval of the supervisory board - supports the abolishment of the voting cap and the Offer;

-- if the resolution is passed to abolish the voting cap, CPIPG will support the management's dividend proposal of EUR 0.65 per share. This means that if payment of the proposed dividend occurs prior to settlement of the Offer, S IMMO shareholders will receive the dividend payment and, provided they accept the Offer, a purchase price per S IMMO share of EUR 22.85 upon settlement of the Offer.

For more details and background please refer to our Ad hoc and disclosure and corporate news issued on 14 April 2022.

Notifying Person:

Investor Relations

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Important Information:



This announcement has been issued by CPI PROPERTY GROUP solely for information purposes. Moreover, it is neither an offer to purchase nor a solicitation to sell securities of S IMMO AG (S IMMO). The final conditions and further provisions relating to the takeover offer will be published in the offer document which will be published subject to the Austrian Takeover Commission not prohibiting its publication. CPI PROPERTY GROUP as bidder reserves the right to deviate from the terms presented herein in the final terms and provisions of the takeover offer. Investors and holders of shares in S IMMO are strongly recommended to review the offer document and all other documents related to the takeover offer, as they will contain important information. In accordance with Austrian and European law, the mandatory takeover offer will be conducted solely on the basis of the applicable provisions of the Austrian law, in particular the Austrian Takeover Act (*ÜbG*). The intended takeover offer is not made or intended to be made pursuant to the laws of any jurisdiction other than those of Austria. With regard to the takeover offer, CPI PROPERTY GROUP and the persons acting in concert with CPI PROPERTY GROUP within the meaning of Section 1 no. 6 of the Takeover Act do not assume any responsibility for compliance with laws other than the laws of Austria. Notifications and the publication of information on the intended takeover offer are intended to be in Austria only, unless a notification or other publication is required or permitted under the respective laws of other jurisdictions.

To the extent permissible under applicable law or regulation, CPI PROPERTY GROUP and parties acting in concert with it or their respective brokers may purchase, or conclude agreements to purchase, shares in S IMMO, directly or indirectly, outside of the scope of the intended takeover offer, before, during or after the period in which the takeover offer remains open for acceptance. This also applies to other securities which are directly convertible into, exchangeable for, or exercisable for S IMMO shares, such as convertible bonds, if any. These purchases may be conducted over the stock exchange at market prices or outside the stock exchange at negotiated conditions. Any information on such purchases will be disclosed as required by law or regulation in Austria.

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