



CPI PROPERTY GROUP

Société Anonyme
40, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 102254

**DRAFT RESOLUTIONS PROPOSED TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 28 MAY 2015**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the Shareholders at the Annual General Meeting of the Shareholders of the Company (the “**Meeting**”) to be held at the registered office of the Company, 40, rue de la Vallée, L-2661 Luxembourg, on **28 May 2015 at 10:00 CET**, to discuss and to vote on the agenda (the “**Agenda**”) indicated below.

The Agenda of the Meeting is the following:

AGENDA

1. **Presentation of the reports of the Board of Directors and of the approved auditors (*réviseurs d'entreprises agréé*) of the Company for the financial year ended 31 December 2014.**
2. **Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2014.**
3. **Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2014.**
4. **Allocation of the financial results in relation to the financial year ended 31 December 2014.**
5. **Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2014.**
6. **Discharge to be granted to the auditors in respect of the performance of their duties during the financial year ended 31 December 2014.**
7. **Decision to appoint Mr. Martin Nemecek to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**
8. **Decision to appoint Mr. Edward Hughes to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**
9. **Decision to appoint Mr. Radovan Vitek to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**
10. **Decision to appoint Mr. Tomas Salajka to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**
11. **Decision to appoint Mr. Philippe Magistretti to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**



12. **Decision to appoint Mr. Oliver Schlink to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**
13. **Subject to approval of item 7 of the agenda, decision to appoint Mr. Martin Nemecek as the Managing Director (*administrateur délégué*) of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.**
14. **Decision to terminate the mandate of H.R.T. Revision S.A. as an auditor of the Company, with immediate effect.**

PROPOSED RESOLUTIONS

1. Presentation of the reports of the Board of Directors and of the approved auditors (*réviseurs d'entreprises agréé*) of the Company for the financial year ended 31 December 2014.

No resolution is required on this item.

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2014.

Proposed resolution:

After presentation and review of the statutory annual accounts, the reports of the Board of Directors and of the approved auditors (réviseurs d'entreprises agréé) of the Company for the financial year ended 31 December 2014 the Meeting resolves to approve the statutory annual accounts for the financial year ended 31 December 2014.

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2014.

Proposed resolution:

After presentation and review of the consolidated annual accounts, the reports of the Board of Directors and of the approved auditors (réviseurs d'entreprises agréé) of the Company for the financial year ended 31 December 2014 the Meeting resolves to approve the consolidated annual accounts for the financial year ended 31 December 2014.

4. Allocation of the financial results in relation to the financial year ended 31 December 2014.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2014 as follows:

The statutory profit for the financial year ended 31 December 2014 amounts to EUR 3,772,185 of which EUR 188,609 shall be allocated to Legal reserve and the residual amount of EUR 3,583,576 shall be carried forward. The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2014	EUR	(210,124,298)
Result of the fiscal year ending December 31, 2014	EUR	3,772,185
Allocation of profit to Legal reserve	EUR	(188,609)
Merger with Vivaro zweite Grundbesitz GmbH & Co	EUR	(522,438)
Total Result to be carried forward to the following fiscal year	EUR	(207,063,161)



5. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2014.

Proposed resolution:

In accordance with Article 74 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time, the Meeting resolves to give full discharge to the members of the board of directors in respect of the performance of their duties during the financial year ended 31 December 2014.

6. Discharge to be granted to the approved auditors in respect of the performance of their duties during the financial year ended 31 December 2014.

Proposed resolution:

The Meeting resolves to give full discharge to the auditors of the Company in respect of the performance of their duties during the financial year ended 31 December 2014.

7. Decision to appoint Mr. Martin Nemecek to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

The Meeting resolves to appoint Mr. Martin Nemecek to the Board of Directors as of the date of the Meeting until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

8. Decision to appoint Mr. Edward Hughes to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

The Meeting resolves to appoint Mr. Edward Hughes to the Board of Directors as of the date of the Meeting until the annual general meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

9. Decision to appoint Mr. Radovan Vitek to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

The Meeting resolves to appoint Mr. Radovan Vitek to the Board of Directors as of the date of the Meeting until the annual general meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

10. Decision to appoint Mr. Tomas Salajka to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

The Meeting resolves to appoint Mr. Tomas Salajka to the Board of Directors as of the date of the Meeting until the annual general meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.



11. Decision to appoint Mr. Philippe Magistretti to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

The Meeting resolves to appoint Mr. Philippe Magistretti to the Board of Directors as of the date of the Meeting until the annual general meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

12. Decision to appoint Mr. Oliver Schlink to the Board of Directors of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

The Meeting resolves to appoint Mr. Oliver Schlink to the Board of Directors as of the date of the Meeting until the annual general meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

13. Subject to approval of item 7 of the agenda, decision to appoint Mr. Martin Nemecek as the Managing Director (*administrateur délégué*) of the Company until the Annual General Meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.

Proposed resolution:

*Subject to the approval of item 7 of the agenda, the Meeting resolves to appoint Mr. Martin Nemecek as the Managing Director (*administrateur délégué*) of the Company as of the date of the Meeting until the annual general meeting of 2016 concerning the approval of the annual accounts of the Company for the financial year ending 31 December 2015.*

14. Decision to terminate the mandate of H.R.T. Revision S.A. as an auditor of the Company, with immediate effect.

Proposed resolution:

*The Meeting resolves to terminate the mandate of H.R.T. Revision S.A. as an auditor (*réviseur d'entreprises agréé*) of the Company, with immediate effect.*

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