



**ATTENDANCE AND PROXY FORM**  
(to be fully and compulsory completed)

For the Annual General Meeting of the shareholders (the "Meeting") of:  <u>CPI PROPERTY GROUP, société anonyme, R.C.S. Luxembourg B 102254</u> (the "Company")  to be held on <u>28 May 2021 at 10:00 CET</u> at the registered office of the Company at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg.	<u>Number of Company shares held by the Principal (as defined below) on the Record Date (i.e. 14 May 2021) at 23:59 CET:</u> .....
	<u>Number of votes that Principal wishes to cast for voting at the Meeting:</u> .....

**Shareholder identification:**

The undersigned (the "Principal"),

Name: .....

Contact details:

- Address: .....

- E-mail address: ..... Telephone number: .....

In the context of the present sanitary situation due to the Covid-19 pandemic and in accordance with the law of 23 September 2020, implementing measures concerning the holding of meetings in companies and other legal entities, as amended (the "Law of 23 September 2020"), the board of directors of the Company has decided as a temporary measure to ensure both the safety of the participants to the Meeting and the business continuity of the Company during the pandemic to hold the Meeting remotely without physical presence of participants.

In accordance with the Law of 23 September 2020, the Company requires that (i) the Meeting be held without any participant attending in person, and (ii) shareholders and other participants participate to the meeting and exercise their rights exclusively by a vote in writing or by appointing a special attorney designated by the Company.

Accordingly, choose one of the 2 options and tick the corresponding box, then date and sign below:

1. **I, as Principal, will not attend the Meeting but express my vote as follows on the items of the agenda of the Meeting \***, the draft resolutions related to such items of the agenda being available on the Company's website: [www.cpipg.com](http://www.cpipg.com):

\* Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the Meeting. The omission to tick any box with respect to any resolution shall render the present voting form void:

1. Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2020.  
**NO VOTING REQUIRED**
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2020.  
**For  Against  Abstention**
3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2020.  
**For  Against  Abstention**
4. Allocation of the financial results in relation to the financial year ended 31 December 2020.  
**For  Against  Abstention**
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 2020.  
**For  Against  Abstention**

6. Discharge to be granted to the approved auditor (*réviseur d'entreprises agréé*) in respect of the performance of its duties during the financial year ended 31 December 2020.  
**For  Against  Abstention**
7. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
8. Decision to appoint with immediate effect Mr. Jonathan Lewis to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
9. Decision to appoint with immediate effect Mr. Philippe Magistretti to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
10. Decision to appoint with immediate effect Mr. Martin Nemecek to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
11. Decision to appoint with immediate effect Mr. Tomas Salajka to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
12. Decision to appoint with immediate effect Mr. Omar Sattar to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
13. Decision to appoint with immediate effect Mr. Oliver Schlink to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
14. Subject to approval of item 10 of the agenda, decision to appoint Mr. Martin Nemecek as the Managing Director (*administrateur délégué*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
15. Decision to appoint with immediate effect Ernst & Young, S.A., Luxembourg as the approved auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
16. Decision to modify, renew and replace the existing share buy-back programme of the Company enabling the redemption of Company's own shares.  
**For  Against  Abstention**

2. **I, as Principal, will not attend the Meeting and  
I empower the chairman of the Meeting (the "Representative") to vote in my name and on my behalf with the following voting instructions\***.

\*Please tick with an « X » the appropriate below boxes how you wish to vote on each of the relevant items of the agenda of the Meeting. The omission to tick any box with respect to any resolution shall oblige the Representative to abstain on the proposed resolution:

1. Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2020.  
**NO VOTING REQUIRED**
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2020.  
**For  Against  Abstention**

3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2020.  
**For  Against  Abstention**
4. Allocation of the financial results in relation to the financial year ended 31 December 2020.  
**For  Against  Abstention**
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 2020.  
**For  Against  Abstention**
6. Discharge to be granted to the approved auditor (*réviseur d'entreprises agréé*) in respect of the performance of its duties during the financial year ended 31 December 2020.  
**For  Against  Abstention**
7. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
8. Decision to appoint with immediate effect Mr. Jonathan Lewis to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
9. Decision to appoint with immediate effect Mr. Philippe Magistretti to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
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**For  Against  Abstention**
12. Decision to appoint with immediate effect Mr. Omar Sattar to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
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**For  Against  Abstention**
14. Subject to approval of item 10 of the agenda, decision to appoint Mr. Martin Nemecek as the Managing Director (*administrateur délégué*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
15. Decision to appoint with immediate effect Ernst & Young, S.A., Luxembourg as the approved auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2022 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2021.  
**For  Against  Abstention**
16. Decision to modify, renew and replace the existing share buy-back programme of the Company enabling the redemption of Company's own shares.  
**For  Against  Abstention**

If amendments or new resolutions were to be presented, I irrevocably give power to the Representative to vote in my name and on my behalf as it may deem fit, unless I tick the box below:

**I abstain**



**Powers of the Representative:**

The Representative may represent the Principal at the Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the Meeting, vote in the name and on behalf of the Principal on any resolution submitted to said Meeting or adjourned or re-convened meeting, sign any documents, delegate under his own responsibility the present power of attorney to another representative and, in general, do whatever seems appropriate or useful to the implementation and the execution of the present power of attorney.

For the purpose of the foregoing, the Representative may, in the name and on behalf of the Principal, sign and execute all minutes, attendance lists, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

**ATTENDING THE MEETING**

**In order to participate to the Meeting, shareholders must provide the Company with the following three items as explained in greater detail below: (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding.**

**Record Date Confirmation:** This document shall be provided to the Company by a shareholder at the latest by 23:59 CET on the Record Date. **The Record Date is 14 May 2021** (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at [www.cpihg.com](http://www.cpihg.com).

The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by 23:59 CET **on the Record Date, i.e. 14 May 2021**, to:

CPI PROPERTY GROUP  
40, rue de la Vallée, L-2661 Luxembourg  
Fax: + 352 26 47 67 67  
email: [generalmeetings@cpihg.com](mailto:generalmeetings@cpihg.com)

**Attendance and Proxy form:** This Attendance and Proxy Form must be duly completed and signed by shareholders wishing to participate or be represented at the Meeting.

**Proof of Shareholding:** This document must indicate the shareholder's name and the number of Company shares held at 23:59 CET on the Record Date. The Proof of Shareholding shall be issued by the bank, the professional securities' depository or the financial institution where the shares are on deposit. **Please note that Proof of Shareholding is not necessary for those shareholders whose shares are still recorded as registered shares in the Company's shareholders register.**

Shareholders wishing to participate at the Meeting must send the Attendance and Proxy Form together with the relevant Proof of Shareholding by post or electronic means so that they are received by the Company at the latest **by noon (12:00 noon CET) on 24 May 2021**, to:

CPI PROPERTY GROUP  
40, rue de la Vallée, L-2661 Luxembourg  
Fax: + 352 26 47 67 67  
email: [generalmeetings@cpihg.com](mailto:generalmeetings@cpihg.com)

Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy Form, and Proof of Shareholding shall have the right to participate and vote in the Meeting.

By signing this Attendance and Proxy Form, the Principal hereby consents that the featured data are collected, processed and used for the purpose of the Meeting and the vote on the resolutions and that the related data may be transmitted to entities involved in the organisation of the Meeting.



This Attendance and Proxy Form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this Attendance and Proxy Form.

<p><b>Executed in</b> ..... <b>on</b> ..... <b>2021</b></p> <p><b>Signature</b></p> <p><b>Name:</b> .....</p> <p><b>Title / Represented by:</b> .....</p>
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