



CPI PROPERTY GROUP

Société Anonyme
40, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 102254
(the "Company")

**AMENDED CONVENING NOTICE
OF THE COMPANY'S EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 16 DECEMBER 2021**

Dear Shareholders,

The Company convened the extraordinary general meeting of the shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on **16 December 2021 at 11:00 CET**, in the presence of a Luxembourg notary public. The convening notice for the Meeting was published on 13 November 2021 in the Luxembourg newspaper Tageblatt and on 15 November 2021 in the Luxembourg official gazette (*Recueil Electronique des Sociétés et Associations*).

In accordance with article 4 of the law dated 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended from time to time, EFIMACOR S.à r.l., being a shareholder of the Company holding more than 5 percent of the share capital of the Company (the "**Requesting Shareholder**") requested, in its letter dated 23 November 2021, to amend the agenda of the Meeting, by proposing the following additional agenda items:

Additional items proposed by the Requesting Shareholder to the initial agenda item 1 of the Meeting:

1. Subject to approval of the point 1 of the agenda, decision to fully restate the articles of association of the Company in order to, among others things, reflect point 1 of the agenda above and remove the reference to the possibility for the Company to issue non-voting shares.
2. Subject to approval of points 1 and 2 of the agenda, decision to appoint with immediate effect Mr. Tim Scoble 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.

Following the request of the Requesting Shareholder, the agenda of the Meeting is revised as follows (the "**Revised Agenda**"):

REVISED AGENDA

1. Decision to amend the last two paragraphs of the object clause of the Company contained in article 4 of the articles of association of the Company, so that such paragraphs shall be read as follows:

*"The corporation may borrow and grant any assistance, loan, advance or guarantee to companies in which it has a participation or in which it has a direct or indirect interest, or to any person (a "**Holding Entity**") which is for the time being a member of or otherwise has a direct or indirect interest in the Company or any body corporate in which a Holding Entity has a direct or indirect interest and any person who is associated with the Company in any business or venture, with or without the Company receiving any consideration or advantage (whether direct or indirect).*



The corporation may carry out any commercial, industrial or financial operations, as well as any transactions on real estate or on movable property, which it may deem useful to the accomplishment of its purposes, PROVIDED ALWAYS that the Company will not enter into any transaction which would constitute a regulated activity of the financial sector or require a business license under Luxembourg law without due authorisation under Luxembourg law."

2. Subject to approval of the point 1 of the agenda, decision to fully restate the articles of association of the Company in order to, among others things, reflect point 1 of the agenda above and remove the reference to the possibility for the Company to issue non-voting shares.
3. Subject to approval of points 1 and 2 of the agenda, decision to appoint with immediate effect Mr. Tim Scoble 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.

Notes to the Revised Agenda

In relation to the Revised Agenda, the Requesting Shareholder also proposed draft resolutions which are published on the website of the Company.

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ATTENDING THE MEETING

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.

Therefore, 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 2 December 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.cpipg.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. 2 December 2021**, to:

CPI PROPERTY GROUP
40, rue de la Vallée
L-2661 Luxembourg
Fax: + 352 26 47 67 67;
email: generalmeetings@cpipg.com

Attendance and Proxy Form: A template form is available on the Company's website at www.cpipg.com and is to 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 to 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 **9 December 2021**, to:

CPI PROPERTY GROUP
40, rue de la Vallée
L-2661 Luxembourg
Fax: + 352 26 47 67 67;
email: generalmeetings@cpipg.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.

Documentation and information: The following documents and information are available for the shareholders on our website: www.cpipg.com:

- the present convening notice;
- the total number of shares and the voting rights in the Company as at the date of the initial convening notice to the Meeting;
- the amended draft resolutions of the Meeting;
- a mark-up of the proposed changes to the articles of association (per resolution 2 of the Revised Agenda);
- the Record Date Confirmation template; and
- the amended Attendance and Proxy Form.



The above documents may also be obtained by shareholders upon written request sent to the following postal address: CPI PROPERTY GROUP, 40, rue de la Vallée, L-2661 Luxembourg.

For further information, visit our website: www.cpihg.com.

Quorum Requirement: With respect to all items of the Revised Agenda (except item 3), the Meeting shall not validly deliberate, unless at least one half of the corporate capital is represented and if the Revised Agenda of the meeting includes the statutory changes to be considered. In the event that such quorum condition is not fulfilled, a second meeting may be convened by publishing this convening notice in the Luxembourg official gazette (*Recueil Electronique des Sociétés et Associations*), a Luxembourg newspaper and in such media which may reasonably be expected to be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis, seventeen (17) days prior to the date of the reconvened meeting provided that (i) the first Meeting was properly convened; and (ii) the agenda for the reconvened Meeting does not include any new item.

The second meeting shall deliberate validly whatever the part of the corporate capital represented thereat.

At both meetings, resolutions, in order to be adopted, must be carried by a majority of two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

With respect to item 3 of the Revised Agenda, the Meeting shall validly deliberate regardless of the corporate capital present or represented. Resolutions, in order to be adopted, must be carried by a majority of the votes cast. Votes cast shall not include votes attaching to shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

For further information, visit our website: www.cpihg.com.

If you need further assistance or information, please contact: CPI PROPERTY GROUP, 40, rue de la Vallée, L-2661 Luxembourg, Tel: + 352 26 47 67 1; Fax: + 352 26 47 67 67; email: generalmeetings@cpihg.com.

Luxembourg, 26 November 2021

Yours faithfully,

The Board of Directors of the Company