

**SUPPLEMENT DATED 7 JANUARY 2022 TO THE BASE PROSPECTUS DATED 12 MAY 2021 AS PREVIOUSLY SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 3 SEPTEMBER 2021 AND THE SECOND SUPPLEMENT DATED 21 DECEMBER 2021.**



**CPI PROPERTY GROUP**

a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register (*Registre de commerce et des sociétés, Luxembourg*) under number B102254

**Euro Medium Term Note Programme**

This Supplement (the **Supplement**) to the Base Prospectus dated 12 May 2021 as previously supplemented by the first supplement dated 3 September 2021 and the second supplement dated 21 December 2021 (the **Base Prospectus**) constitutes a prospectus supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and is prepared in connection with the Euro Medium Term Note Programme established by CPI Property Group (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect the import of such information.

**Purpose of the Supplement**

The purpose of this Supplement is to:

- (a) update the section of the Base Prospectus entitled "*Overview of the Programme*";
- (b) update the section of the Base Prospectus entitled "*Risk Factors*";
- (c) update the section of the Base Prospectus entitled "*Applicable Final Terms for the Senior Notes*";
- (d) update the section of the Base Prospectus entitled "*Use of Proceeds*";
- (e) include a new section of the Base Prospectus entitled "*Sustainability-Linked Bond Framework*";
- (f) update the section of the Base Prospectus entitled "*Description of the Issuer – Debt Overview*";

- (g) update the section of the Base Prospectus entitled "*Description of the Issuer – Energy Transition and Circular Economy*";
- (h) update the section of the Base Prospectus entitled "*Description of the Issuer – Litigation*" and
- (i) update the section of the Base Prospectus entitled "*Description of the Issuer – Recent Developments*".

## **Contents**

In the section of the Base Prospectus entitled "*Contents*" on page viii, a section titled "*Sustainability-Linked Bond Framework*" shall be added after "*Use of Proceeds*".

## **Overview of the Programme**

In the section of the Base Prospectus entitled "*Overview of the Programme*" beginning on page 1, the following section titled "*Sustainability-Linked Step Up Event*" shall be included after "*Zero Coupon Notes*" on page 3:

"Sustainability-Linked Step Up Event:                      The applicable Final Terms will state whether a Sustainability-Linked Step Up Event will apply to the Senior Notes, in which case the Rate of Interest in respect of the Senior Notes may be subject to upward adjustment as specified in the applicable Final Terms. For the avoidance of doubt, an increase in the Rate of Interest may occur no more than once in respect of any Series of Sustainability-Linked Senior Notes, and will not subsequently decrease thereafter."

## **Risk Factors**

In the section of the Base Prospectus entitled "*Risk Factors – Risks related to Notes generally*" beginning on page 22, the following paragraphs shall be inserted at the end of such section:

***"Notes issued as Sustainability-Linked Senior Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics***

The Issuer may issue Sustainability-Linked Senior Notes under the Programme with the interest rate relating to such Notes being subject to an upward adjustment being payable if the Issuer does not achieve the relevant Sustainability Performance Target (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes). Any Sustainability-Linked Senior Notes issued under the Programme may not satisfy an investor's requirements or any future legal, quasi-legal or other standards for investment in assets with sustainability characteristics. In particular, any Sustainability-Linked Senior Notes issued under the Programme may not be marketed as "social bonds" or "sustainability bonds" as the net proceeds of the issue of such Notes may be used for the Issuer's general corporate purposes, including acquisitions and property developments, unless specified otherwise in the applicable Final Terms. In addition, any Sustainability-Linked Senior Notes issued under the Programme may not be marketed as "green bonds" unless the net proceeds of the issue of such Notes will be used for Green Projects. The Issuer does not commit to (i) allocate the net proceeds of any Sustainability-Linked Senior Notes issued under the Programme specifically to projects or business activities meeting sustainability criteria or (ii) be subject to any other limitations or requirements that may be associated with green bonds, social bonds or sustainability bonds in any particular market in connection with the issuance of any Sustainability-Linked Senior Notes under the Programme.

In addition, any interest rate adjustment in respect of any Sustainability-Linked Senior Notes as contemplated by the terms and conditions of any Sustainability-Linked Senior Notes will depend on the Issuer achieving, or not achieving, the relevant Sustainability Performance Target, which may be inconsistent with or insufficient to satisfy investor requirements or expectations. Prospective investors in any Sustainability-Linked Senior Notes issued under the Programme should have regard to the information set out herein and must determine for themselves the relevance of such information for the purpose of any investment in such Notes, together with any other investigation such investor deems necessary.

The Issuer's Sustainability Performance Target relating to any Sustainability-Linked Senior Notes issued under the Programme will be aimed at reducing greenhouse gas emissions intensity. The Group's Sustainability Performance Target would therefore be uniquely tailored to the Group's business, operations and capabilities, and it does not easily lend itself to benchmarking against similar sustainability performance targets, and the related performance, of other issuers. No assurance is or can be given to investors by the Issuer, the Joint Arrangers, the Dealers, the Trustee, any second party opinion (SPO) providers or any External Verifier (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes) that any Sustainability-Linked Senior Notes issued under the Programme will meet any or all investor expectations regarding such Notes or any Sustainability Performance Target of the Group qualifying as "sustainable" or "sustainability-linked" or that any adverse environmental, social and/or other impacts will not occur in connection with the Issuer striving to achieve any Sustainability Performance Target or the use of the net proceeds from the offering of any Sustainability-Linked Senior Notes issued under the Programme.

Investors should refer to the Issuer's website and the Sustainability-Linked Bond Framework (as defined and further described in the section of the Base Prospectus entitled "*Sustainability-Linked Bond Framework*" below) for further information.

***No assurance or representation is given by the Issuer, the Joint Arrangers, the Dealers, the Trustee, any SPO providers or any External Verifier as to the suitability or reliability for any purpose whatsoever of any opinion, report, certification or validation of any third party in connection with the offering of any Sustainability-Linked Senior Notes or any Sustainability Performance Targets to fulfil any sustainable, sustainability-linked and/or other criteria. Any such opinion, report or certification is not, nor shall it be deemed to be, incorporated in and/or form part of this Base Prospectus***

The Issuer will, in connection with an issuance of Sustainability-Linked Senior Notes under the Programme, obtain a SPO or other similar opinion, certification and validation, and undergo external third-party verification. SPO providers and providers of similar opinions, certifications and validations are not currently subject to any specific regulatory or other regime or oversight. Any such opinion or certification would not be, nor should it be deemed to be, a recommendation by the Issuer, the Joint Arrangers, the Dealers, the Trustee, any SPO providers, any External Verifier or any other person to buy, sell or hold any Sustainability-Linked Senior Notes. Noteholders would have no recourse against the Issuer, the Joint Arrangers, the Dealers, the Trustee or any provider of any such opinion or certification for the contents of any such opinion or certification, which is only current as at the date it is initially issued. Prospective investors must determine for themselves the relevance of any such opinion, certification or validation and/or the information contained therein and/or the provider of such opinion, certification or validation for the purpose of any investment in any Sustainability-Linked Senior Notes issued under the Programme. Any withdrawal of any such opinion or certification, or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters on which such opinion, certification or validation is opining or certifying, may have a material adverse effect on the value of any Sustainability-Linked Senior Notes issued under the Programme and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

Although in connection with the issuance of any Sustainability-Linked Senior Notes under the Programme the Issuer may intend to reduce the Group's greenhouse gas emissions intensity, there can be no assurance of the extent to which it will be successful in doing so, that it will not decide to discontinue the relevant Sustainability Performance Target or that any future investments it makes in pursuit of such Sustainability Performance Target will meet investor expectations or any binding or non-binding legal standards regarding sustainability performance, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact. Notwithstanding the fact that any failure to meet the relevant Sustainability Performance Target will give rise to an upward adjustment of the rate of interest relating to the relevant Sustainability-Linked Senior Notes as described in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes, such failure will not be an Event of Default under such Notes nor will the Issuer be required to repurchase or redeem any such Notes in such circumstances. Furthermore, any breach or default by the Issuer in the performance of any of its ancillary obligations in connection with the issue of any Sustainability-Linked Senior Notes, howsoever arising, shall not constitute an Event of Default under such Notes nor will the Issuer be required to repurchase or redeem any such Notes in such circumstances. The Issuer's efforts in achieving any Sustainability Performance Target may further become controversial or be criticised by activist groups or other stakeholders, which may have a material adverse effect on the value of any Sustainability-Linked Senior Notes issued under the Programme and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

***Achieving any Sustainability Performance Target or any similar sustainability performance targets will require the Issuer to expend significant resources, while not meeting any such targets would result in increased interest payments and could expose the Issuer to reputational risks***

Achieving the relevant Sustainability Performance Target in relation to any Sustainability-Linked Senior Notes issued under the Programme would require the Group to reduce its greenhouse gas emissions intensity to at or below a specified amount (in metric tonnes of carbon dioxide equivalent emissions per square metre) by a specified date. As a result, achieving the relevant Sustainability Performance Target or any similar sustainability performance targets the Issuer may choose to include in future financings or other arrangements will require the Group to expend significant resources.

In addition, the Issuer not achieving its relevant Sustainability Performance Target or any such similar sustainability performance targets the Issuer may choose to include in any future financings would not only result in increased interest payments under the relevant Sustainability-Linked Senior Notes or other relevant financing arrangements, but could also harm the Issuer's reputation, the consequences of which could, in each case, have a material adverse effect on the Group's business, financial condition, prospects and results of operations.

***The Sustainability Performance Target in relation to any Sustainability-Linked Notes may change during the life of any Sustainability-Linked Notes***

Under the terms and conditions of any Sustainability-Linked Senior Notes, the Sustainability Performance Target specified in the applicable Final Terms may be adjusted in good faith by the Issuer in line with its Recalculation Policy (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes and as further described under "Sustainability-Linked Bond Framework"). According to the Recalculation Policy, the Group will adjust the base year greenhouse gas emissions inventory and/or one or more of the greenhouse gas emissions reduction targets (including the Sustainability Performance Target specified in the applicable Final Terms) to account for significant changes that cause an increase or decrease in Gross Leasable Area (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes below) of greater than 5 per cent. This may

include reflecting any significant changes to the Group's structure (e.g. acquisitions, divestitures, mergers) or methodological changes. Any recalculation of such Sustainability Performance Target may increase the amount of carbon dioxide emissions, and, therefore, increase the total volume of carbon dioxide emissions that may be produced by the Issuer. Any recalculation of the Sustainability Performance Target may impact, positively or negatively, the ability of the Issuer to satisfy the Sustainability Performance Target, which could in turn adversely affect the market price of any Sustainability-Linked Senior Notes."

## Final Terms

In the section of the Base Prospectus entitled "*Applicable Final Terms for the Senior Notes*" beginning on page 47, Paragraph 9 (*Interest Basis*) shall be deemed deleted and replaced with the following rows:

"

- |    |       |                                       |  |
|----|-------|---------------------------------------|--|
| 9. | (a)   | Interest Basis:                       | <p>[[     ] per cent. Fixed Rate]</p> <p>[[[     ] month EURIBOR +/- [     ] per cent. Floating Rate]</p> <p>[Zero coupon]</p> <p>(see paragraph [14]/[15]/[16] below)</p>   |
|    | (b)   | Sustainability-Linked Step Up Event:  | <p>[Applicable – Annex A shall apply to the Senior Notes/Not Applicable]</p> <p><i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i></p>   |
|    | (i)   | Sustainability Performance Target:    | <p>GHG Emissions Intensity equal to or lower than [●] metric tonnes of carbon dioxide equivalent emissions per square metre in respect of the SPT Reference Year specified below, subject to (i) adjustment in line with the Issuer's Recalculation Policy and/or (ii) reduction if Science Based Targets Initiative approves, and notifies the Issuer of, a more ambitious target, all as provided in Annex A</p> |
|    | (ii)  | SPT Reference Year:                   | <p>[The 12 month period from and including 1 January 20[●] to and including 31 December 20[●]/<i>[specify other 12 month period, if consistent with the applicable Sustainability Finance Framework]</i>]</p>  |
|    | (iii) | Step Up Notification Deadline:        | <p><i>[specify long-stop date, expected to be no later than 30 April in the year following the SPT Reference Year]</i></p>   |
|    | (iv)  | Sustainability-Linked Step Up Margin: | <p>[●] per cent. per annum</p>   |
|    | (v)   | Sustainability-Linked Step Up Date:   | <p>[The Interest Payment Date immediately following the occurrence of a Sustainability-Linked Step Up Event]</p> <p>[The Interest Payment Date immediately prior to the occurrence of a Sustainability-Linked Step Up</p>  |

Event]

[specify a calendar date if preferred]]."

In the section of the Base Prospectus entitled "*Applicable Final Terms for the Senior Notes*" beginning on page 47, Paragraph 14(a) (*Fixed Rate Senior Note Provisions*) shall be deemed deleted and replaced with the following new row (a):

"

- (a) Rate(s) of Interest: [ ] per cent. per annum payable in arrear on each Interest Payment Date [(subject to adjustment as provided in Annex A if a Sustainability-Linked Step Up Event occurs)] (*include proviso where Sustainability-Linked Step Up Event is specified as applicable in paragraph 9(b)*)".

In the section of the Base Prospectus entitled "*Applicable Final Terms for the Senior Notes*" beginning on page 47, Paragraph 14(c) (*Fixed Rate Senior Note Provisions*) shall be deemed deleted and replaced with the following new row (c):

"

- (c) Fixed Coupon Amount(s) for Senior Notes in definitive form (and in relation to Senior Notes in global form see Conditions): [ ] per Calculation Amount [(subject to adjustment as provided in Annex A if a Sustainability-Linked Step Up Event occurs)] (*include proviso where Sustainability-Linked Step Up Event is specified as applicable in paragraph 9(b)*)".

In the section of the Base Prospectus entitled "*Applicable Final Terms for the Senior Notes*" beginning on page 47, Paragraph 18(b) (*Issuer Call*) shall be deemed deleted and replaced with the following new row (b):

"

- (b) Optional Redemption Amount: [[ ] per Calculation Amount]  
[Make-whole Amount]  
[Make-whole Amount (to which the provisions of Annex B shall apply)] (*include reference to Annex B where Sustainability-Linked Step Up Event is specified as applicable in paragraph 9(b)*)".
- (A) Reference Bond: [ ]
- (B) Redemption Margin: [ ]
- (C) Quotation Time: [ ]".
- (D) MWC Cut-off Date: [[●] / Not Applicable] (*specify end date for the relevant period for the purposes of Annex B; include only where Sustainability-Linked Step Up Event is specified as applicable in paragraph 9(b) and the Optional Redemption Amount is the Make-whole Amount*)

In the section of the Base Prospectus entitled "*Applicable Final Terms for the Senior Notes*" beginning on page 47, the following shall be inserted at the end of such section:

**"[ANNEX A – SUSTAINABILITY-LINKED STEP UP EVENT<sup>1</sup>**

This Annex A applies to the Senior Notes (such Senior Notes being referred to as **Sustainability-Linked Senior Notes**).

- (i) If a Sustainability-Linked Step Up Event occurs, the Rate of Interest accruing from and including the Sustainability-Linked Step Up Date shall automatically be increased by the Sustainability-Linked Step Up Margin. Where the Sustainability-Linked Step Up Date is specified in the applicable Final Terms as a date falling prior to the occurrence of a Sustainability-Linked Step Up Event, such increase shall be deemed to have applied since the Sustainability-Linked Step Up Date notwithstanding that such date falls prior to the occurrence of the Sustainability-Linked Step Up Event (and the amount of interest payable on the Interest Payment Date immediately following the occurrence of the relevant Sustainability-Linked Step Up Event shall therefore be determined on the basis of the Rate of Interest plus the Sustainability-Linked Step Up Margin, with such rate having been applicable for the entirety of such period). For the avoidance of doubt, an increase in the Rate of Interest may occur no more than once in respect of any Series of Sustainability-Linked Senior Notes as a result of a Sustainability-Linked Step Up Event, and will not subsequently decrease thereafter.
- (ii) If a Sustainability-Linked Step Up Event occurs, the Issuer shall give notice thereof to the holders of the Sustainability-Linked Senior Notes in accordance with Condition 14 (Notices), to the Trustee and to the Principal Paying Agent as soon as reasonably practicable following the occurrence of the Sustainability-Linked Step Up Event, and in any event by no later than the Step Up Notification Deadline. Such notice shall be irrevocable and shall include details of the Sustainability-Linked Step Up Event, the Sustainability-Linked Step Up Margin and the Sustainability-Linked Step Up Date.
- (iii) For each financial year ending on 31 December from and including the financial year during which the Issue Date (of the first Tranche of the relevant Series) of any Sustainability-Linked Senior Notes falls, up to and including the SPT Reference Year in respect of such Sustainability-Linked Senior Notes, the Issuer will publish and maintain on its website a Sustainability Performance Report (each such report, a **Sustainability Performance Report**), which shall disclose the GHG Emissions Intensity of the Group in respect of each such year, as determined by the Issuer in accordance with the Sustainability Finance Framework and the Conditions, and which report shall also disclose in reasonable detail (i) any assets or operations of the Group which are excluded from the calculations of the Group's GHG Emissions Intensity and (ii) any adjustment made to the Sustainability Performance Target since the previous Sustainability Performance Report as a result of the application of paragraphs (v) or (vi) below. Each such Sustainability Performance Report shall include or be accompanied by a limited assurance report issued by the External Verifier (a **Limited Assurance Report**). Each Sustainability Performance Report and related Limited Assurance Report will be published together with the Issuer's audited consolidated financial statements for the relevant year and the independent auditor's report thereon and may form part of the Issuer's annual management report in respect of the relevant financial year; provided that if and to the extent that the Issuer determines that additional time will be required to complete the relevant Sustainability Performance Report and/or related Limited Assurance Report, then such Sustainability Performance Report and related Limited Assurance Report shall be published as soon as reasonably practicable, but in no event later than 30 days after the date of publication of the relevant independent auditor's report.

---

<sup>1</sup> This Annex A should be included for any Senior Notes for which Sustainability-Linked Step Up Event is specified as applicable in the applicable Final Terms.

- (iv) For the SPT Reference Year only, the Issuer will also publish and maintain on its website a verification assurance certificate issued by the External Verifier (such certificate, the **SPT Verification Assurance Certificate**), in which the External Verifier shall confirm whether or not the Group has achieved the Sustainability Performance Target in respect of the SPT Reference Year. The Issuer will procure that the SPT Verification Assurance Certificate will be published no later than the date of publication of the Sustainability Performance Report for the SPT Reference Year and the Limited Assurance Report thereon; provided that if and to the extent that the Issuer determines that additional time will be required for the External Verifier to complete the relevant SPT Verification Assurance Certificate, then the SPT Verification Assurance Certificate shall be published as soon as reasonably practicable, but in no event later than the Step Up Notification Deadline.
- (v) If the Science Based Targets Initiative approves, and notifies the Issuer of, a more ambitious sustainability performance target in respect of its GHG Emissions Intensity to be achieved for the SPT Reference Year (as compared to the Sustainability Performance Target specified in the applicable Final Terms), or for a year falling later than the SPT Reference Year (as compared to the sustainability performance target specified for such year in the Sustainability Finance Framework), the Issuer shall give notice thereof to the holders of the Sustainability-Linked Senior Notes in accordance with Condition 14 (*Notices*), to the Trustee and to the Principal Paying Agent as soon as reasonably practicable following receipt of such revised target. If the revised target relates to a year falling later than the SPT Reference Year of the Sustainability-Linked Senior Notes, the Issuer shall in good faith calculate a revised Sustainability Performance Target for the Sustainability-Linked Senior Notes using linear interpolation and assuming a constant trajectory of improvement each year from the 2019 baseline to the future revised target. The Issuer's notice to the holders of the Sustainability-Linked Senior Notes, the Trustee and the Principal Paying Agent shall include details of the SBTi Target, (if relevant) any resulting interpolated Sustainability Performance Target for the Sustainability-Linked Senior Notes (including details of the calculations employed in revising the Sustainability Performance Target), and shall specify whether the then-prevailing Sustainability Performance Target shall be reduced as a result thereof and in accordance with the definition of Sustainability Performance Target below.
- (vi) If the Issuer determines in good faith that the then-prevailing Sustainability Performance Target should be adjusted in accordance with the Recalculation Policy, the Issuer shall give notice thereof to the holders of the Sustainability-Linked Senior Notes in accordance with Condition 14 (*Notices*), to the Trustee and to the Principal Paying Agent as soon as reasonably practicable following determination of such revised target. Such notice shall (i) provide details of the event(s) giving rise to the application of the Recalculation Policy, (ii) describe the calculations employed for the adjustment to the Sustainability Performance Target and (iii) set out the new Sustainability Performance Target (which, for the avoidance of doubt, may be increased or reduced as a result of the application of the Recalculation Policy) and the date from which the adjustment shall take effect.
- (vii) Without prejudice to the foregoing, the Issuer shall also ensure that it publishes from time to time any information which may reasonably be required to assess the Issuer's ability to achieve the Sustainability Performance Target in respect of the SPT Reference Year or otherwise ensure that a Sustainability Linked Step Up Event does not occur.
- (viii) Neither the Trustee nor the Principal Paying Agent shall be obliged to monitor or inquire as to whether a Sustainability-Linked Step Up Event has occurred nor will either of them have any liability in respect thereof and the Trustee and the Principal Paying Agent shall be entitled to rely absolutely on any notice given to them by the Issuer pursuant to this Annex A without further enquiry or liability.

(ix) Any breach or default by the Issuer in the performance of any obligations of the Issuer set out in this Annex A, howsoever arising, shall not constitute an Event of Default under the Conditions (for the avoidance of doubt, this being without prejudice to the continued application of this Annex A).

(x) In this Annex A:

**Category 15 of Scope 3** means Category 15 of the document titled "Technical Guidance for Calculating Scope 3 Emissions (version 1.0)" published by the World Business Council for Sustainable Development and the World Resources Institute (as amended and updated as at the Issue Date of the first Tranche of the relevant Series of Sustainability-Linked Senior Notes);

**External Verifier** means any independent audit or appraisal firm or other independent expert of internationally recognised standing appointed by the Issuer, in each case with the expertise necessary to perform the functions required to be performed by the external verifier under the Conditions and the Sustainability Finance Framework, as determined by the Issuer;

**GHG Emissions Amount** means, in respect of any period, the sum of the GHG Scope 1 Emissions, GHG Scope 2 Emissions and GHG Scope 3 Emissions attributable to the Property Portfolio, all calculated in accordance with the GHG Protocol Standard, in each case in respect of such period and calculated in good faith by the Issuer, expressed in metric tonnes of carbon dioxide equivalent emissions;

**GHG Emissions Intensity** means, in respect of any period, the GHG Emissions Amount divided by the Gross Leasable Area of the Property Portfolio, in each case in respect of such period and calculated in good faith by the Issuer, expressed in metric tonnes of carbon dioxide equivalent emissions per square metre;

**GHG Protocol Standard** means the document titled "The Greenhouse Gas Protocol, A Corporate Accounting and Reporting Standard (Revised Edition)" published by the World Business Council for Sustainable Development and the World Resources Institute (as amended and updated as at the Issue Date of the first Tranche of the relevant Series of Sustainability-Linked Senior Notes);

**GHG Scope 1 Emissions** means, in respect of any period, direct greenhouse gas emissions from owned or controlled sources of the Group during such period, as defined by the GHG Protocol Standard;

**GHG Scope 2 Emissions** means, in respect of any period, indirect greenhouse gas emissions from electricity, steam, heat and cooling purchased or acquired by the Group from third parties during such period, as defined by the GHG Protocol Standard;

**GHG Scope 3 Emissions** means, in respect of any period, other indirect greenhouse gas emissions in the value chain that are not captured in the GHG Scope 2 Emissions, relating to corporate activities of the Group during such period, including both upstream and downstream emissions and emissions (including from the operation of buildings by the Group's tenants where the Group has indirect control), as defined by the GHG Protocol Standard;

**Gross Leasable Area** means in respect of any period, the gross leasable area of the Group's Property Portfolio in respect of such period, expressed in square metres and as reported in the relevant consolidated financial statements of the Group, being determined on a basis consistent with industry practice and consistent with the reporting of the Group's Gross Leasable Area immediately prior to the Issue Date of the first Tranche of the relevant Series of Sustainability-Linked Senior Notes;

**Property Portfolio** means in respect of any period:

- (a) the Group's office, retail, hospitality, industrial and residential properties for which the Group collects rent; and
- (b) the Group's biogas power plant located in its Statek Kravaře farm in the Czech Republic,

in each case for so long as the foregoing comprises the property of the Group during the relevant period, provided that:

- (i) for the avoidance of doubt, the Group's equity investment that falls under Category 15 of Scope 3 are excluded from the Property Portfolio; and
- (ii) if the Issuer, acting in good faith, considers that any acquisition by a member of the Group results in the acquisition of a property that is not comparable to the Group's then-existing properties within the Property Portfolio for the purposes of assessing GHG Emissions Intensity, the Issuer may either (x) exclude such property from the Property Portfolio and leave the Sustainability Performance Target unchanged; or y) include such property in the Property Portfolio and adjust the Sustainability Performance Target in line with the Recalculation Policy.

**Recalculation Policy** means the Group's greenhouse gas recalculation policy, as published on the Issuer's website as at the Issue Date of the first Tranche of the relevant Series of Sustainability-Linked Senior Notes;

**SBTI Target** means such target (if any) that is approved, and notified to the Issuer, by Science Based Targets Initiative, and which is published on the website of Science Based Targets Initiative at <https://sciencebasedtargets.org> (or such other website replacing it from time to time), as being the Group's revised sustainability performance target in respect of GHG Emissions Intensity to be achieved for the SPT Reference Year (or any later year), expressed in metric tonnes of carbon dioxide equivalent emissions per square metre;

**SPT Reference Year** means the 12 month period specified as such in the applicable Final Terms;

**Step Up Notification Deadline** means the date specified as such in the applicable Final Terms;

**Sustainability Finance Framework** means the version of the Issuer's sustainability finance framework published on the Issuer's website as at the Issue Date of the first Tranche of the relevant Series of Sustainability-Linked Senior Notes;

**Sustainability-Linked Step Up Date** means the date specified as such in the applicable Final Terms;

**Sustainability-Linked Step Up Margin** means the margin specified as such in the applicable Final Terms;

**Sustainability-Linked Step Up Event** means the occurrence of any one or more of the following: (i) the Issuer does not achieve the Sustainability Performance Target in respect of the SPT Reference Year or does not otherwise publish its Sustainability Performance Report in respect of the SPT Reference Year as required by paragraph (iii) above; (ii) the SPT Verification Assurance Certificate certifying whether or not the Group has achieved the Sustainability Performance Target in respect of the SPT Reference Year has not (for any reason) been published as required by paragraph (iv) above on or before the Step Up Notification Deadline; and (iii) the SPT Verification Assurance Certificate contains any reservation or other qualification about whether or not the Group has achieved the Sustainability Performance Target in respect of the SPT Reference Year.

For the purposes of this Annex A, the Sustainability-Linked Step Up Event shall be deemed to occur on:

- (a) (in the case of (i) above) on the Step Up Notification Deadline or such earlier date following the end of the SPT Reference Year on which an announcement is made by or on behalf of the Issuer to the effect that it has not achieved the Sustainability Performance Target in respect of the SPT Reference Year;
- (b) (in the case of (ii) above) on the Step Up Notification Deadline; and
- (c) (in the case of (iii) above) on the date of such SPT Verification Assurance Certificate; and

**Sustainability Performance Target** means the lower of (i) the GHG Emissions Intensity specified in the applicable Final Terms as being the Group's sustainability performance target in respect of GHG Emissions Intensity for the SPT Reference Year and (ii) any more ambitious SBTI Target for such SPT Reference Year which is notified to the Issuer after the Issue Date of the first Tranche of the relevant Series of Sustainability-Linked Senior Notes (or, where a more ambitious SBTI Target is so notified for a year falling after the SPT Reference Year, the interpolated Sustainability Performance Target determined in accordance with paragraph (v) above), in each case subject to adjustment in good faith by the Issuer in accordance with paragraph (vi) above to reflect the application of the Recalculation Policy.]".

#### **[ANNEX B – MAKE-WHOLE AMOUNT FOR SUSTAINABILITY-LINKED SENIOR NOTES]<sup>2</sup>**

This Annex B applies to the Senior Notes.

For the purposes of the definition of "Remaining Term Interest" in Condition 7.3, the "rate of interest applicable to such Senior Note from and including the date on which such Senior Note is to be redeemed by the Issuer pursuant to this Condition 7.3" shall be deemed to accrue as follows:

- (i) (if a Sustainability-Linked Step Up Event has occurred under the Conditions on or prior to the relevant Optional Redemption Date) at the Rate of Interest plus the Sustainability-Linked Step Up Margin;
- (ii) (if the Optional Redemption Date falls after the Step Up Notification Deadline and a Sustainability-Linked Step Up Event has not occurred under the Conditions on or prior to the Optional Redemption Date) at the Rate of Interest; or
- (iii) (if the Optional Redemption Date falls prior to the Step Up Notification Deadline and a Sustainability-Linked Step Up Event has not occurred under the Conditions on or prior to the Optional Redemption Date) at the Rate of Interest plus (with effect from and including the Sustainability-Linked Step Up Date) the Make-Whole Sustainability-Linked Step Up Margin .

If the Issuer determines in good faith that the 2019 Baseline should be adjusted in accordance with the Recalculation Policy, the Issuer shall give notice thereof to the holders of the Sustainability-Linked Senior Notes in accordance with Condition 14 (Notices), to the Trustee and to the Principal Paying Agent as soon as reasonably practicable following determination thereof. Such notice shall (i) provide details of the event(s) giving rise to the application of the Recalculation Policy, (ii) describe the calculations employed for the adjustment to the 2019 Baseline and (iii) set out the new 2019 Baseline (which, for the avoidance of doubt, may be increased or reduced as a result of the application of the Recalculation Policy) and the date from which the adjustment shall take effect.

In this Annex B:

---

<sup>2</sup> This Annex B should be included for any Senior Notes for which Issuer Call is specified as applicable in the applicable Final Terms and for which the Optional Redemption Amount is specified as the Make-whole Amount.

**2019 Baseline** means the Group's actual GHG Emissions Intensity in respect of the 2019 financial year, amounting to 0.122 metric tonnes of carbon dioxide equivalent emissions per square metre, subject to adjustment in good faith by the Issuer in accordance with the foregoing provisions of this Annex B to reflect the application of the Recalculation Policy;

**Make Whole Sustainability-Linked Step Up Margin** means:

- (a) where the Optional Redemption Date falls on or prior to the MWC Cut-off Date: zero;
- (b) where the Optional Redemption Date falls after the MWC Cut-off Date and (x) the GHG Emissions Intensity disclosed in the most recently published Sustainability Performance Report preceding the date on which the redemption notice is delivered is equal to or lower than the Target Trajectory GHG Emissions Intensity for the financial year to which such Sustainability Performance Report relates and (y) such Sustainability Performance Report included or was accompanied by a Limited Assurance Report prepared by the External Verifier as required by paragraph (iii) of Annex A: zero; and
- (c) where the Optional Redemption Date falls after the MWC Cut-off Date and (b) above does not apply: the Sustainability-Linked Step Up Margin;

**MWC Cut-off Date** means the date specified as such in the applicable Final Terms; and

**Target Trajectory GHG Emissions Intensity** means, in respect of any financial year, the level of GHG Emissions Intensity for that year assuming that the Issuer is on target to meet (but not exceed) the Sustainability Performance Target, calculated by the Issuer in good faith, using linear interpolation and assuming a constant trajectory of improvement each year from the 2019 Baseline to the Sustainability Performance Target.]."

#### **Use of Proceeds**

In the section of the Base Prospectus entitled "*Use of Proceeds*" on page 158, the second paragraph shall be deleted and replaced with the following:

"The Issuer can specify in the "*Use of Proceeds*" section of the applicable Final Terms that it intends to apply the net proceeds from an issue of Notes specifically for Green Projects, as set out in the Issuer's framework for Green Bonds, which is included within the Issuer's Sustainability Finance Framework, dated 3 January 2022 (as amended or updated from time to time) (the **Sustainability Finance Framework**, and insofar as it relates to Green Bonds, the **Green Bond Framework**), which is available to view on the Issuer's website at <https://www.cpihg.com/bondholder-corner-en#tab-item-4>. Such Notes may also be referred to as "**Green Bonds**"."

In the section of the Base Prospectus entitled "*Use of Proceeds*" on page 158, the fourth paragraph shall be deleted and replaced with the following:

"The Green Bond Framework is based on and aligned with the 2021 version of the 'Green Bond Principles' published by the International Capital Markets Association. To confirm such alignment, the Issuer has commissioned Sustainalytics as an external reviewer to provide a second-party opinion on the framework. The Green Bond Framework and the Sustainalytics SPO on the Sustainable Finance Framework (including the Green Bond Framework) are published on the Issuer's website at <https://www.cpihg.com/bondholder-corner-en#tab-item-4>."

#### **Sustainability-Linked Bond Framework**

On page 159 of the Base Prospectus, the following new section titled "*Sustainability-Linked Bond Framework*" shall be inserted:

## SUSTAINABILITY-LINKED BOND FRAMEWORK

"The Issuer's sustainability strategy has long been a key focus of the Group. The Issuer recognises the important role that sustainable finance plays in supporting the transition to a low-carbon and more resource-efficient economy. On 6 January 2022, the Issuer published a Sustainability Finance Framework, which includes both the Issuer's Green Bond Framework and a sustainability-linked bond framework (in so far as it relates to sustainability-linked bonds, the **Sustainability-Linked Bond Framework**). The Issuer intends to integrate its environmental objectives and financing strategy by the future issuance of Sustainability-Linked Senior Notes under this Programme.

The Sustainability-Linked Bond Framework is based on and aligned with the following five core components of the 2020 version of the 'Sustainability-Linked Bond Principles', published by the International Capital Markets Association:

1. Selection of Key Performance Indicators;
2. Calibration of Sustainability Performance Targets;
3. Characteristics of the Sustainability-Linked Senior Notes;
4. Reporting; and
5. Verification.

### *Key Performance Indicator*

The Issuer has identified one key performance indicator (**KPI**) related to greenhouse gas emissions, and selected an ambitious sustainability target relating to this KPI that is relevant, core and material to its business. The KPI selected is greenhouse gas emissions intensity reduction (GHG Scope 1 Emissions, GHG Scope 2 Emissions and GHG Scope 3 Emissions, calculated according to the GHG Protocol Standard or Categories 1 – 6 according to the International Organisation for Standardisation number 14064-1: 2018) expressed as the Group's aggregate GHG Scope 1 Emissions, GHG Scope 2 Emissions and GHG Scope 3 Emissions (in metric tonnes of carbon dioxide equivalent) per square metre of the gross leasable area of the Group's Property Portfolio (subject to the exceptions outlined below) (the **GHG Emissions Intensity**).

The following properties are excluded from the KPI, for the purposes of enhancing the comparability of the GHG Emissions Intensity and due to these properties' limited contributions to the Group's greenhouse gas emissions: (i) the Group's ski resort in Crans Montana, Switzerland; and (ii) the Group's farms in the Czech Republic (however the biogas renewable power plant owned by the Issuer's subsidiary Spojené farmy is included in the GHG Emissions Intensity). To the extent that a property is not within the Group's Property Portfolio for the entire year, the gross leasable area related to that Property Portfolio will be pro-rated to reflect that proportion of the year in which the relevant property was a part of the Group's Property Portfolio and greenhouse gas emissions attributable to the relevant property will also only be taken into account for the same period. The GHG Emissions Intensity also excludes all of the Group's GHG Scope 3 Emissions associated with the Group's investments, not already included in GHG Scope 1 Emissions or GHG Scope 2 Emissions, which fall within Category 15 of the document titled "Technical Guidance for Calculating Scope 3 Emissions (version 1.0)" published by the World Business Council for Sustainable Development and the World Resources Institute (as amended and updated as at the Issue Date of the relevant Sustainability-Linked Senior Notes) (**Category 15 of Scope 3**) from GHG Scope 3 Emissions. For the year ended 31 December 2020, the Group's greenhouse gas emissions under Category 15 of Scope 3 accounted for 13.7 per cent. of the Group's GHG Scope 3 Emissions in that year. All exclusions are fully in line with the Science-Based Target initiative (**SBTi**) criteria.

### *Sustainability Performance Target*

A Sustainability Performance Target, as more fully described in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes, will be selected for any offering of Sustainability-Linked Senior Notes, to reduce the Group's GHG Emissions Intensity to equal or lower than any of the following: (i) 0.102 metric tonnes of carbon dioxide equivalent emissions per square metre in respect of the year ending 31 December 2025; (ii) 0.095 metric tonnes of carbon dioxide equivalent emissions per square metre in respect of the year ending 31 December 2027; or (iii) 0.085 metric tonnes of carbon dioxide equivalent emissions per square metre in respect of the year ending 31 December 2030. Only one Sustainability Performance Target will be applicable in respect of any Series of Sustainability-Linked Senior Notes issued under the Programme.

The Sustainability Performance Targets have been selected by the Issuer to meet the Group's objective, by 31 December 2030, of reducing the Group's GHG Emissions Intensity by 30 per cent. compared to the Group's baseline 2019 levels, by 22 per cent. compared to the Group's baseline 2019 levels by 31 December 2027, and by 16 per cent. compared to the Group's baseline 2019 levels by 31 December 2025. The table below sets out the Group's actual GHG Emissions Intensity performance for the years ended 31 December 2019 and 31 December 2020, and the Sustainability Performance Targets for the years ending 31 December 2025, 31 December 2027 and 31 December 2030:

<i>GHG Emissions Intensity</i>	<b>For the year ended/ending 31 December</b>				
	<b>2019</b>	<b>2020</b>	<b>2025</b>	<b>2027</b>	<b>2030</b>
Target (t CO <sub>2</sub> eq/m <sup>2</sup> ) .....	0.122	0.118	0.102	0.095	0.085
Actual performance (t CO <sub>2</sub> eq/m <sup>2</sup> ) .....	0.122	0.114	-	-	-
Performance vs. target .....	0.0%	3.7%	-	-	-

#### *Calibration of Sustainability Performance Targets*

The Issuer may need to adjust its Sustainability Performance Target(s) mainly in case of structural changes such as acquisitions, divestitures or mergers, or methodological changes (such as: updated emission factors, improved data access or updated calculation methods or protocols, including any updated emissions scenarios) in line with the Issuer's Recalculation Policy. According to the Recalculation Policy, the Group will adjust the base year greenhouse gas emissions inventory and/or one or more of the greenhouse gas emissions reduction targets (including the Sustainability Performance Target specified in the applicable Final Terms) to account for significant changes that cause an increase or decrease in Gross Leasable Area (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes below) of greater than 5 per cent.

The Issuer's 2030 target is in the process of validation by the SBTi as being in accordance with 2015 Paris Agreement under the United Nations Framework Convention on Climate Change (as amended, the **Paris Agreement**) targets to limit global temperature increase versus pre-industrial levels to well below 2 degrees centigrade. If the SBTi approves sustainability performance targets in respect of the Group's GHG Emissions Intensity for any of the years ending 31 December 2025, 31 December 2027 and 31 December 2030 which are more ambitious than the Sustainability Performance Targets set by the Issuer (as set out in the table above), the Issuer will update its Sustainability Performance Target(s) (including the interim targets for the years ending 31 December 2025 and 31 December 2027, which will be adjusted according to the linear interpolation and assuming a constant trajectory of improvement each year from the 2019 baseline to the future revised target). In that case, any Sustainability-Linked Senior Notes will thereafter be linked to the SBTi approved sustainability performance targets in respect of the Group's GHG Emissions Intensity for the relevant SPT Reference Year (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes) or, if applicable, the interim target adjusted on the basis of linear interpolation as described above.

In relation to any Sustainability-Linked Senior Notes issued prior to the Issuer being notified by the SBTi of any such adjustment to the relevant Sustainability Performance Target specified in the applicable Final Terms for a particular Series of Sustainability-Linked Senior Notes, the Issuer shall give notice to the holders of the Sustainability-Linked Senior Notes in accordance with Condition 14 (*Notices*), to the Trustee and to the Principal Paying Agent as soon as reasonably practicable following receipt of such revised target. If the revised target relates to a year falling later than the SPT Reference Year of the Sustainability-Linked Senior Notes, the Issuer shall in good faith calculate a revised Sustainability Performance Target for the Sustainability-Linked Senior Notes using linear interpolation and assuming a constant trajectory of improvement each year from the 2019 baseline to the future revised target. The Issuer's notice to the holders of the Sustainability-Linked Senior Notes, the Trustee and the Principal Paying Agent shall include details of the SBTi Target, (if relevant) any resulting interpolated Sustainability Performance Target for the Sustainability-Linked Senior Notes (including details of the calculations employed in revising the Sustainability Performance Target), and shall specify whether the then-prevailing Sustainability Performance Target shall be reduced as a result thereof.

If the Issuer determines in good faith that the then-prevailing Sustainability Performance Target should be adjusted in accordance with the Recalculation Policy, the Issuer shall give notice thereof to the holders of the Sustainability-Linked Senior Notes in accordance with Condition 14 (*Notices*), to the Trustee and to the Principal Paying Agent as soon as reasonably practicable following determination of such revised target. Such notice shall (i) provide details of the event(s) giving rise to the application of the Recalculation Policy, (ii) describe the calculations employed for the adjustment to the Sustainability Performance Target and (iii) set out the new Sustainability Performance Target (which, for the avoidance of doubt, may be increased or reduced as a result of the application of the Recalculation Policy) and the date from which the adjustment shall take effect.

Details in respect of any adjustment to the relevant Sustainability Performance Target (whether as a result of application of the Recalculation Policy or notification by the SBTi as described above) shall also be disclosed in the Group's annual reporting described under "*Reporting and Verification*" below.

#### *Additional Measures to further reduce the GHG Emissions Intensity*

The Issuer has identified a range of measures which it has implemented to continue to further reduce greenhouse gas emissions intensity, thereby supporting continued future progression against its Sustainability Performance Targets.

- **Renewable Energy:** the Issuer has committed to transition all electricity purchases by the Group to 100 per cent. renewable sources by 2024, which the Issuer believes will significantly reduce overall greenhouse gas emissions and intensity in the future, given that electricity derived from fossil fuel sources, have been a meaningful portion of the Group's energy consumption (more than 30 per cent. for 2019 and 2020).
- **Tenant involvement:** the main source of greenhouse gas emissions in the Group's portfolio stems from the operation of buildings by the Group's tenants, where the Group has indirect control. Therefore, the Issuer has identified tenant involvement and cooperation as an important measure to reduce greenhouse gas emissions.
- **Energy efficiency enhancements:** the Issuer identifies and implements opportunities to enhance day-to-day energy performance of its properties, extend the longevity of building systems and reduce future capital expenditure (**CAPEX**) requirements.

- **Green CAPEX:** the Issuer identifies and implements opportunities to upgrade systems in existing properties where relevant and where significant energy savings can be achieved. The Issuer considers Nearly Zero-Energy Building (NZEB) requirements for its CAPEX projects.
- **Waste management:** The Issuer set a target for recycling rate at a minimum 55 per cent. threshold by 2025 and 60 per cent. by 2030 and thus eliminate waste sent to landfills. The proposed targets are in line with the Directive (EU) 2018/851 requirements.

#### *Characteristics of the Sustainability-Linked Senior Notes*

The Issuer has set out below the proposed adjustment to the characteristics of any Sustainability-Linked Senior Notes, which will be applied if the Issuer does not achieve the specified Sustainability Performance Target in respect of the specified SPT Reference year.

The precise mechanism for the adjustment will be specified in the applicable Final Terms for any Series of Sustainability-Linked Senior Notes, and will comprise of an increase in the coupon margin as specified in the applicable Final Terms for any Series of Sustainability-Senior Linked Notes (a **Sustainability-Linked Step-Up Margin**) applicable from the Interest Payment Date immediately following the occurrence of a Sustainability-Linked Step Up Event (or such other date specified in the applicable Final Terms), until maturity of the relevant Sustainability-Linked Senior Notes.

The Sustainability-Linked Step-Up Margin will be applicable following the occurrence of a Sustainability-Linked Step Up Event, being the occurrence of any one or more of the following:

- the Issuer does not achieve the Sustainability Performance Target in respect of the SPT Reference Year or does not otherwise publish its Sustainability Performance Report in respect of the SPT Reference Year in accordance with the terms and conditions of any Sustainability-Linked Senior Notes;
- the SPT Verification Assurance Certificate (as defined in "Annex A - Sustainability-Linked Step Up Event" of the applicable Final Terms for the Senior Notes) certifying whether or not the Group has achieved the Sustainability Performance Target in respect of the SPT Reference Year has not (for any reason) been published as required by the terms and conditions of any Sustainability-Linked Senior Notes; and
- the SPT Verification Assurance Certificate contains any reservation or other qualification about whether or not the Group has achieved the Sustainability Performance Target in respect of the SPT Reference Year.

In respect of any Series of Sustainability-Linked Senior Notes, an increase in the Rate of Interest may occur no more than once (and will not subsequently decrease thereafter) and there will only be one SPT Reference Year set.

For the purposes of the Sustainability Performance Targets, certain potential events can substantially impact the calculation of the KPI, and may require the restatement of the Sustainability Performance Targets and/or pro-forma adjustments of baselines or KPI scope in accordance with the Recalculation Policy. Any such readjustment will be disclosed as part of the Group's annual reporting on the KPI. For more information on factors that can affect the calculation of the KPI, see above "*—Calibration of Sustainability Performance Targets.*"

#### *Reporting and Verification*

To confirm that the Sustainability-Linked Bond Framework is based on and aligned with the 2020 version of the 'Sustainability-Linked Bond Principles', published by the International Capital Markets Association, the

Issuer commissioned Sustainalytics as an external reviewer to provide a SPO on the Sustainability-Linked Bond Framework. In addition, in connection with the issue of any Sustainability-Linked Senior Notes under the Programme, the Issuer has engaged an External Verifier to carry out the relevant assessments required for the purposes of providing a verification assurance certificate (**SPT Verification Assurance Certificate**) pursuant to the terms and conditions of any Sustainability-Linked Senior Notes, which will be published on the Issuer's website and will confirm whether the performance of the KPI meets the relevant Sustainability Performance Targets.

The Sustainability-Linked Bond Framework, the most recent Sustainalytics SPO and any SPT Verification Assurance Certificate are, or in the case of the latter, will be published on the Issuer's website at <https://www.cpipg.com/bondholder-corner-en#tab-item-4>.

The Issuer may amend or update the Sustainability-Linked Bond Framework in the future. Any changes to the Sustainability-Linked Bond Framework will be publicly announced on the Issuer's website.

For the avoidance of doubt, the Sustainability-Linked Bond Framework, any Sustainalytics SPO or any SPT Verification Assurance Certificate are not incorporated by reference into, and do not form part of, this Base Prospectus.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of any Notes to fulfil any green, social, environmental, sustainability, sustainability-linked and/or other criteria. Any such opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer or any other person to buy, sell or hold any such Notes, nor shall it be deemed to be incorporated in and/or form part of this Base Prospectus. Any such opinion or certification is only current as at the date that opinion or certification was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in such Notes. See further information under the risk factors above headed, "*Risk Factors – Notes issued as Sustainability-Linked Senior Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics*" and "*Risk Factors – No assurance or representation is given by the Issuer, the Joint Arrangers, the Dealers, the Trustee any SPO providers or any External Verifier as to the suitability or reliability for any purpose whatsoever of any opinion, report, certification or validation of any third party in connection with the offering of any Sustainability-Linked Senior Notes or any Sustainability Performance Targets to fulfil any sustainable, sustainability-linked and/or other criteria. Any such opinion, report or certification is not, nor shall it be deemed to be, incorporated in and/or form part of this Base Prospectus*".

## **Description of the Issuer**

### *Debt Overview*

In the section of the Base Prospectus entitled "*Description of the Issuer – Debt Overview*" beginning on page 191, the following shall be inserted after the fifth paragraph on page 194:

"On 8 September 2021, the Issuer issued EUR100,000,000 1.500 per cent. Senior Notes due 27 January 2031 (to be consolidated and form a single series with the EUR600,000,000 1.500 per cent. Senior Notes due 27 January 2031 issued on 27 January 2021 and the EUR50,000,000 1.500 per cent. Senior Notes due 27 January 2031 issued on 1 February 2021) and EUR 75,000,000 3.750 per cent. Fixed Rate Resettable Undated Subordinated Notes (to be consolidated and form a single series with EUR 400,000,000 3.750 per cent. Fixed Rate Resettable Undated Subordinated Notes issued on 27 January 2021).

On 7 October 2021, the Issuer issued JPY 2,600,000,000 0.35 per cent. Notes due 2025.

On 30 December 2021, the Issuer issued EUR100,000,000 1.500 per cent. Senior Notes due 27 January 2031, to be consolidated and form a single series with the EUR600,000,000 1.500 per cent. Senior Notes due 27 January 2031 issued on 27 January 2021, the EUR50,000,000 1.500 per cent. Senior Notes due 27 January 2031 issued on 1 February 2021 and EUR100,000,000 1.500 per cent. Senior Notes due 27 January 2031 issued on 8 September 2021".

#### *Energy Transition and Circular Economy*

In the section of the Base Prospectus entitled "*Description of the Issuer – Energy Transition and Circular Economy*" on page 196, the second paragraph shall be deleted and replaced with the following:

"In May 2020, the Group developed a green bond framework, the updated version of which was published on 6 January 2022 to form part of the Issuer's Sustainability Finance Framework (insofar as it relates to Green Bonds, **the Green Bond Framework**) under which the Group committed to use proceeds from green bonds to finance or refinance existing or future projects which improve the environmental performance of the Group's property portfolio and contribute to the Group's climate impact mitigation objectives. The Green Bond Framework defines eligibility criteria according to four types of green assets/initiatives: certified green buildings, energy efficiency, renewable energy and the promotion of sustainable farming. The May 2020 version of the Green Bond Framework was fully aligned with the ICMA Green Bond Principles 2018 and was the subject of a SPO provided by Sustainalytics. The January 2022 update of the Green Bond Framework is fully aligned with the ICMA Green Bond Principles 2021 and is the subject of a SPO on the Green Bond Framework (having been included within the SPO provided by Sustainalytics on the Sustainability Finance Framework. See "*Use of Proceeds*" section for more information".

#### *Litigation*

In the section of the Base Prospectus entitled "*Description of the Issuer – Litigation*" beginning on page 206, the following paragraphs shall be inserted at the end of such section on page 208:

##### ***"CPI Tor di Valle and the Municipality of Rome***

On 8 July 2021, CPI TOR DI VALLE S.p.A., an indirectly held and fully consolidated subsidiary of the Issuer, (**CPI Tor di Valle**) purchased an urban area (the **Area**) from Eurnova S.p.A. (**Eurnova**) to be developed as the new stadium of the Italian football club, AS Roma in Rome, Italy as well as a business park, in accordance with the Council of the Municipality of Rome town planning public procedures.

Following the statement of AS Roma that it was no longer interested in the stadium on the Tor di Valle area, on 21 July 2021, the Council of the Municipality of Rome revoked the status of public interest to the stadium project on the Tor di Valle area (the **Revocation Resolution**) and terminated the town planning public procedure and therefore prevented the development project from progressing.

On 27 October 2021, CPI Tor di Valle filed a claim against the Municipality of Rome before the competent administrative court. In such claim, CPI Tor di Valle asked the court to: (i) declare the annulment of the Revocation Resolution; and (ii) determine the right of CPI Tor di Valle to be compensated for damages in connection with the Revocation Resolution (in terms of emerging damages and loss of profit in a range between EUR 235 million and EUR 260 million).

According to CPI Tor di Valle's external legal advisors, CPI Tor di Valle's claim is founded since the Revocation Resolution breached the legitimate expectations of CPI Tor di Valle.

On 20 December 2021, the Municipality of Rome challenged the claim filed by CPI Tor di Valle and in addition filed a counterclaim for damages against Eurnova, AS Roma and CPI Tor di Valle, jointly and severally, or, subordinately on a pro rata basis, and claimed that the amount of damages suffered by it were EUR 311 million (such damages claims included damage to image, damage for waste of administrative

activity and damages arising from failure of carrying out public works connected with the development project).

According to CPI Tor di Valle's external legal advisors, the legal claim filed by the Municipality of Rome against CPI Tor di Valle: (i) did not identify any conduct legally attributable to CPI Tor di Valle, in connection with the claimed damages by the Municipality of Rome; (ii) did not consider that possible damaging events (if any) occurred before the acquisition of the Area from CPI Tor di Valle; and (iii) did not consider that CPI Tor di Valle never assumed the formal status of proponent (and therefore did not manage the town planning public procedure).

Therefore, according to CPI Tor di Valle's external legal advisors, the action filed by the Municipality of Rome is groundless against CPI Tor di Valle."

#### *Recent Developments*

In the section of the Base Prospectus entitled "*Description of the Issuer – Recent Developments*" on page 209 of the Base Prospectus, the following paragraphs shall be inserted at the end of such section:

"On 7 January 2022, the Issuer announced that it had mandated a number of financial institutions for its inaugural sustainability-linked senior notes (the "**Inaugural Sustainability-Linked Senior Notes**"), intended to be issued pursuant to the Programme.

The net proceeds of the Inaugural Sustainability-Linked Senior Notes, if issued, will be used to finance the Issuer's intended exercise of its Issuer Call options, pursuant to Condition 7.3 (*Redemption at the option of the Issuer (Issuer Call)*) of the Terms and Conditions, in respect of the outstanding:

- U.S.\$ 450,000,000 4.750 per cent. Notes due 8 March 2023 (the **2023 Notes**); and
- EUR 825,000,000 2.125 per cent. Notes due 4 October 2024 (the **2024 Notes**).

As at 7 January 2022, the total amount outstanding is U.S.\$ 376,893,000 for the 2023 Notes and EUR 239,405,000 for the 2024 Notes.

Any remaining proceeds from the Inaugural Sustainability-Linked Senior Notes not required for the financing of the call options are intended to be used for general corporate purposes.

The Issuer intends to exercise the call options referred to above only following the receipt of sufficient proceeds from the issuance of the Inaugural Sustainability-Linked Senior Notes."

#### **General**

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus.