SUPPLEMENT DATED 21 DECEMBER 2021 TO THE BASE PROSPECTUS DATED 12 MAY 2021 AS PREVIOUSLY SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 3 SEPTEMBER 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 (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 "*Risk Factors*";

(b) incorporate by reference the Issuer's unaudited consolidated interim financial statements as at and for the nine month period ended 30 September 2021;

(c) update the section of the Base Prospectus entitled "*Description of the Issuer – Recent Developments*"; and

(d) include a new "*Significant or Material Change*" statement.

Risk Factors

In the section of the Base Prospectus entitled "*Risk Factors – Risks related to the Group's business and industry*" beginning on page 8 of the Base Prospectus, the following paragraphs shall be inserted at the end of such section:

"***The proposed takeover of IMMOFINANZ may not complete***

If the proposed takeover of all of IMMOFINANZ AG's (**IMMOFINANZ**) outstanding shares by the Issuer (the **IMMOFINANZ Takeover**) (for more information, see "*Description of the Issuer – Recent Developments – Cash offer to all IMMOFINANZ shareholders to acquire their shares*" below) does not complete for any reason, and in particular, if the intended (anticipatory) mandatory takeover offer for all of IMMOFINANZ's outstanding shares and convertible bonds by the Issuer (**IMMOFINANZ Takeover Offer**) is prohibited or countered, or if conditions imposed by relevant competition and regulatory authorities are not satisfied (see "*—The Issuer's purchase of IMMOFINANZ shares from RPPK Immo GmbH and the successful completion of the IMMOFINANZ Takeover remain conditional upon antitrust approvals, and the non-fulfilment or late fulfilment of this condition could have a material adverse effect on the Issuer and its acquisition of IMMOFINANZ's shares*" below), the Issuer's ongoing business could be materially and adversely affected and it would be exposed to a number of risks, including:

- having incurred and continuing to incur significant time, resources, costs and expenses in connection with the proposed IMMOFINANZ Takeover;
- experiencing the effects of an adverse reaction from the financial markets, and in particular an adverse effect on its share price, or IMMOFINANZ's share price in which the Issuer holds approximately a 32 per cent. stake (subject to the approval of competition and regulatory authorities) prior to the IMMOFINANZ Takeover Offer, each of which may have increased in anticipation of the expected benefits of the IMMOFINANZ Takeover;
- experiencing negative reactions from regulatory authorities and employees; and
- having dedicated significant time and resources to issues relating to the IMMOFINANZ Takeover that could otherwise have been allocated to day-to-day transactions and other opportunities from which the Issuer could have benefited.

If the IMMOFINANZ Takeover does not complete, the occurrence of these risks could have a material adverse effect on the Group's business, financial condition, prospects and results of operations. In addition, legal claims may arise in connection with the IMMOFINANZ Takeover, which could delay or prevent the completion of the IMMOFINANZ Takeover, or could arise after the completion of the IMMOFINANZ Takeover and in either case may have a material adverse effect on the Group's business, financial position, prospects and results of operations.

The Issuer's purchase of IMMOFINANZ shares from RPPK Immo GmbH and the successful completion of the IMMOFINANZ Takeover remain conditional upon antitrust approvals, and the non-fulfilment or late fulfilment of this condition could have a material adverse effect on the Issuer and its acquisition of IMMOFINANZ's shares

The completion of the Issuer's purchase of 13,029,155 IMMOFINANZ shares, corresponding to a participation of 10.6 per cent. of the registered nominal share capital of IMMOFINANZ, from RPPK Immo GmbH (**RPPK**) (the **CPIPG/RPPK Transaction**) and the successful completion of the IMMOFINANZ Takeover (for more information, see "*Description of the Issuer – Recent Developments – Cash Offer to all IMMOFINANZ Shareholders to acquire their shares*" below) are each subject to antitrust approval, which is outside of the Issuer's control. No guarantee can be given that antitrust approval will be granted in the anticipated timeframe, or given at all. Any failure or any delay in obtaining antitrust approval could delay the completion of the CPIPG/RPPK Transaction and/or the IMMOFINANZ Takeover, which would reduce the synergies and benefits the Issuer expects to obtain from the CPIPG/RPPK Transaction and the integration of IMMOFINANZ’s activities. The CPIPG/RPPK Transaction and the IMMOFINANZ Takeover are each subject to the approval of the competition and regulatory authorities in a number of jurisdictions, including in particular the authorities of Austria, Germany, the Czech Republic, Hungary, Poland, Romania, Serbia, and Slovakia. The relevant authorities may impose measures or conditions, such as the sale of (potentially significant) assets or businesses of the Issuer and/or IMMOFINANZ, which the Issuer and/or IMMOFINANZ may not be able to satisfy. No assurance can be given that the Issuer will obtain the necessary agreements, decisions and approvals from these authorities. In any event, any conditions and disposals required by these authorities (as well as the financial and other terms of such disposals) could have a material adverse effect on the Group's business, financial condition, prospects and results of operations, synergies from its potential acquisition of IMMOFINANZ, prospects and share price.

Risks related to IMMOFINANZ's performance and unforeseen liabilities should the IMMOFINANZ Takeover complete

IMMOFINANZ's performance and operating indicators could deteriorate from the level reached in 2021 or in previous years, particularly in the current context of continuing volatility due to the persistence of the Covid-19 pandemic and financial, legal and commercial factors, many of which are outside of the Issuer's or IMMOFINANZ's control. As a result, if the completion of the IMMOFINANZ Takeover occurs, following the completion, unanticipated operational difficulties and/or significant unanticipated liabilities of IMMOFINANZ may arise, which may have an adverse effect on the Group's business, financial condition, prospects, results of operations, capitalisation, and share price, which difficulties and/or liabilities might have been identified by the Issuer if more exhaustive diligence had been conducted. Similarly, operating difficulties or other risks identified in due diligence could ultimately prove to be insufficiently provisioned or be more significant than initially anticipated, or the Issuer may not be in a position to remedy such difficulties, which could have a material adverse effect on the Group's business, financial condition, prospects, results of operations and reputation.

Risks related to the integration of IMMOFINANZ’s activities and the non-realisation of the expected synergies should the IMMOFINANZ Takeover complete

Should the IMMOFINANZ Takeover complete, the expected benefits will partly depend upon the successful integration of IMMOFINANZ's activities into the Issuer's business. The IMMOFINANZ Takeover involves the integration of two significantly sized complex groups that are currently conducting a wide range of activities and operate independently. The companies could face significant difficulties when implementing an integration plan, some of which may have been unforeseeable or outside of the Issuer's control or the control of IMMOFINANZ, notably with respect to differences in norms, controls, procedures and rules, corporate culture, the history of technological investments and the organisation of the Issuer and IMMOFINANZ, and the need to integrate and harmonise the various operating systems and procedures that are specific to each group, such as financial and accounting systems and other IT systems. In that regard, the Issuer could have difficulties retaining some of its key employees or those of IMMOFINANZ. In connection with the integration process, the Issuer will have to resolve problems inherent to the management and integration of a large number of employees with different experience, backgrounds, compensation structures, and cultures, which could disrupt IMMOFINANZ's ability to manage its business as expected.

In addition, the integration process may be long and complex and will require significant time and resources. Integration efforts may also lead to significant costs, which could have a material adverse effect on the Group's business, financial condition, prospects, results of operations and share price. Any expected failure of the integration could also have an adverse effect on the Group's business, financial condition, prospects and results of operations. Due to antitrust constraints, the integration work cannot begin until the IMMOFINANZ Takeover has been completed, which increases the current risk of complications and delays in the process.

Finally, although the Issuer expects the IMMOFINANZ Takeover to create significant value through the synergies achieved in the medium and long term and significant cost synergies, there can be no assurance of the existence or achievement of the synergies within the expected time frames, as the achievement and extent of any synergies depend on a number of factors and assumptions, many of which are outside the Issuer's control or the control of IMMOFINANZ. Any delay in completing the IMMOFINANZ Takeover, as well as the ongoing public health crisis linked to the Covid-19 pandemic may have an adverse effect on expected synergies. In addition, costs incurred to achieve these synergies may be higher than expected or the Issuer may incur additional unexpected costs that may even exceed the value of the expected synergies. The failure to achieve expected synergies and/or an increase in the costs incurred in this regard could decrease the Issuer's return on its investment and diminish the IMMOFINANZ Takeover's value creation and, more generally, have a material adverse impact on the Issuer's activities, operating results, financial position, and prospects.

Risks related to the triggering of change of control clauses should the IMMOFINANZ Takeover complete

IMMOFINANZ is party to contracts (with partners in joint ventures or consortia and financing agreements), some of which include change of control clauses. Some of these clauses could be triggered by the IMMOFINANZ Takeover to the extent that control of IMMOFINANZ and certain of its subsidiaries will be acquired by the Issuer upon completion of the IMMOFINANZ Takeover. The triggering of these provisions could result in a loss of contractual rights and benefits, or could lead to the triggering of other provisions, such as call options and/or put options relating to shares held by IMMOFINANZ, or to the termination or renegotiation of agreements. As a result of the completion of the IMMOFINANZ Takeover, IMMOFINANZ could therefore lose the benefit of some of these contracts if the relevant counterparties were to terminate them or negotiate more onerous financial terms in order to grant their consent. Should the IMMOFINANZ Takeover complete, this could have a material adverse effect on the Group's business, financial condition, prospects and results of operations.

Risks related to the transition period between an announcement of the acceptance of any IMMOFINANZ Takeover Offer and its completion during which the Issuer does not control IMMOFINANZ

During the transition period between an announcement of the IMMOFINANZ Takeover Offer and completion of the proposed IMMOFINANZ Takeover, IMMOFINANZ will be subject to uncertainty as to its completion that could have an adverse effect on the Issuer's or IMMOFINANZ's respective relationships with certain strategic partners and employees. Some strategic partners may decide to delay operational or strategic decisions pending greater certainty as to whether the IMMOFINANZ Takeover will complete. Such adverse effects on the Issuer's or IMMOFINANZ's respective relationships could have an adverse effect on the Group's business, financial condition, prospects, results of operations, and cash flows from operating activities."

Interim Financial Statements for the nine month period ended 30 September 2021

On 30 November 2021, the Issuer published its third quarter results (the **Q3 Interim Report**), which contains the Issuer's unaudited consolidated interim financial statements as at and for the nine month period ended 30 September 2021 (the **Q3 Financial Statements**). A copy of the Q3 Interim Report has been filed with the Central Bank and, by virtue of this Supplement, the Q3 Financial Statements, as set out on the following pages of the Q3 Interim Report, are incorporated in, and form part of, the Base Prospectus:

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Condensed Consolidated Interim Income Statement..Page 4 - 5

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Any other information incorporated by reference that is not included in the cross–reference list above is considered to be additional information to be disclosed to investors rather than information required by the relevant Annexes of Commission Delegated Regulation (EU) No. 2019/980.

Copies of the Q3 Interim Report will be available for viewing on the website of the Issuer at https://www.cpipg.com/reports-presentations-en#tab-item-2.

Description of the Issuer

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:

"Issuance of new ordinary shares to Apollo Funds and Radovan Vitek

On 22 November 2021, the Issuer announced:

- it had entered into a subscription agreement with Apollo Funds, managed by affiliates of Apollo Global Management, Inc. (together with its consolidated subsidiaries, **Apollo**), a leading global real estate investor, for the issuance of 487,012,987 of the Issuer's new ordinary shares, which were priced at EUR 0.616 per share;

- the Group's majority shareholder and founder Radovan Vitek subscribed for 243,506,494 of the Issuer's new ordinary shares at EUR 0.616 per share, which increased the Group's equity by a further EUR 150 million (following this capital increase, Mr. Vitek owned 7,902,846,980 shares representing 93.90 per cent. of the Issuer's share capital (94.66 per cent. of voting rights)); and

- its share capital was increased from EUR 817,239,581.70 to EUR 841,590,231.10, represented by 8,415,902,311 ordinary shares (the total number of voting rights attached to the shares was 8,415,902,311).

Capital increase completed

On 30 November 2021, the Issuer announced:

- it had competed its issuance of 487,012,987 new ordinary shares to Apollo for an aggregate subscription amount of EUR 300 million (the stake represented approximately 5.5 per cent. of the Issuer's share capital);

- its share capital was increased from EUR 841,590,231.10 represented by 8,415,902,311 ordinary shares to EUR 890,291,529.80 represented by 8,902,915,298 ordinary shares (the total number of voting rights attached to the shares was 8,902,915,298); and

- it adopted a new distribution policy, increasing its FFO distribution target from 50 per cent. to 65 per cent. beginning in 2022.

EUR 2.5 billion bridge loan facility

On 30 November 2021, the Issuer signed a EUR 2.5 billion bridge loan facility in order to finance the IMMOFINANZ Takeover and the related acquisition costs (**IMMOFINANZ Bridge Facility**). The following lenders were involved in the financing: Banco Santander, Credit Suisse AG, Erste Group Bank AG, Goldman Sachs Bank USA, HSBC Continental Europe, Raiffeisen Bank International AG, Societe

Generale, Komerční Banka A.S. and UniCredit Bank. As at 21 December 2021, the IMMOFINANZ Bridge Facility remains undrawn.

Purchase of IMMOFINANZ shares from Mountfort and RPPK

On 1 December 2021, the Issuer and Mountfort Investments S.à r.l. (**Mountfort**), an investment vehicle owned by Patrick Vitek, an independent investor and the eldest son of the Group's founder Radovan Vitek, entered into a share purchase agreement for the acquisition by the Issuer of all of the outstanding shares of WXZ1 a.s., which owned 14,071,483 IMMOFINANZ shares, corresponding to a participation of approximately 11.4 per cent. of the registered nominal share capital of IMMOFINANZ.

On 3 December 2021, the Issuer and RPPK entered into a share purchase agreement, conditional upon receipt of antitrust approvals, for the acquisition by the Issuer of 13,029,155 IMMOFINANZ shares, corresponding to a participation of 10.6 per cent. of the registered nominal share capital of IMMOFINANZ.

Both Mountfort's and RPPK's shares were purchased at or below the share offer price announced by the Issuer in its 3 December 2021 public announcement of the IMMOFINANZ Takeover.

Purchase of a stake in Sparkassen Immobilien AG, which owns 14.2 per cent. of IMMOFINANZ

On 3 December 2021, the Issuer announced the purchase of a 10.8 per cent. stake in Sparkassen Immobilien AG (**S-IMMO**), following which the Issuer owned an aggregate stake of approximately 11.6 per cent. of the registered nominal share capital of S-IMMO.

As at 3 December 2021, the Issuer owned (directly and indirectly) a total of 26,387,094 shares in IMMOFINANZ, corresponding to a participation of approximately 21.4 per cent. and represented its largest shareholder, with an additional 13,029,155 IMMOFINANZ shares, corresponding to a participation of 10.6 per cent. contracted subject to regulatory approval.

Cash Offer to all IMMOFINANZ shareholders and bondholders to acquire their shares

On 3 December 2021, the Issuer announced its intention to make an anticipatory mandatory takeover offer for all of IMMOFINANZ's outstanding shares at a price of EUR 21.20 (in cash) per share on a *cum* dividend basis, which is the closing share price of IMMOFINANZ on the Vienna Stock Exchange on 2 December 2021, representing a premium of 4.2 per cent. versus the six months volume weighted average price per share and for all outstanding convertible bonds of IMMOFINANZ maturing in 2024. The offer document will be published in accordance with the Austrian Takeover Act (*Übernahmegesetz*), which among other places, will include the Issuer's website.

IMMOFINANZ is a large and well-regarded owner of Central European commercial real estate, with a primary listing on the Vienna Stock Exchange and has a property portfolio of approximately EUR 5 billion (source: *IMMOFINANZ Annual Report, 2020*) in key Central European countries such as Germany, the Czech Republic, Poland, and Hungary. IMMOFINANZ is also a significant owner of commercial real estate in Austria.

Financing and Capital Structure Considerations for the Issuer

The Issuer intends to finance the share purchase for the IMMOFINANZ Takeover primarily through:

- the EUR 550 million equity it raised in the second half of 2021;
- the proceeds from its disposal pipeline, which exceeds EUR 1 billion; and
- the IMMOFINANZ Bridge Facility.

Merger control clearance

The completion of the share purchase agreement between the Issuer and RPPK and the IMMOFINANZ Takeover Offer will be subject to merger control clearance in Austria, Germany, the Czech Republic, Hungary, Poland, Romania, Serbia, and Slovakia.

Extraordinary General Meeting to modify Articles of Association and appoint Tim Scoble to the Board of Directors

On 16 December 2021, the extraordinary general meeting of the shareholders of the Issuer resolved to modify the Issuer's articles of association and appoint Tim Scoble with immediate effect to the Board of Directors until the annual general meeting of the shareholders of the Issuer to be held in 2022, concerning the approval of the audited consolidated annual financial statements of the Issuer for the financial year ending on 31 December 2021. Following Mr. Scoble's appointment, the Issuer's Board of Directors increased the total number of directors to eight (three executive directors, which are members of management, and five non-executive directors, of which three are independent, one is a former manager of the Group and one is an Apollo representative).

Update on the Group's property disposals pipeline

On 20 December 2021, the Issuer announced that the Group had signed agreements to dispose of a selection of assets, which were expected to raise gross proceeds of approximately EUR 700 million and net proceeds of approximately EUR 550 million.

In August 2021, the Group approved a plan to complete up to EUR 1 billion of disposals over the following six to twelve months to reduce leverage and increase the Group's financial profile. The Group's disposals plan focused on non-core assets which could be sold at attractive prices.

Significant/Material Change

The paragraph "*Significant or Material Change*" on page 224 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

"**Significant or Material Change**

Save as disclosed in the "*Recent Developments*" section above, there has been no significant change in the financial performance or financial position of the Group since 30 September 2021 and there has been no material adverse change in the financial position or prospects of the Group since 31 December 2020."

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.