

## SUPPLEMENT DATED 14 JUNE 2022 TO THE BASE PROSPECTUS DATED 18 MAY 2022



### 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 18 May 2022 (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. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Base Prospectus (as supplemented). Investors should make their own assessment as to the suitability of investing in the Notes.

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 (a) to incorporate by reference the Issuer's unaudited condensed consolidated interim financial statements as at and for the three month period ended 31 March 2022; (b); update the section of the Base Prospectus to include a section entitled "*Description of the Issuer – Recent Developments*"; and (c) to include a new "*Significant or Material Change*" statement.

#### **Interim Financial Statements for the three month period ended 31 March 2022**

On 31 May 2022, the Issuer published a press release (the **Q1 Interim Financial Statements Press Release**), which contains the Issuer's unaudited condensed consolidated interim financial statements as at and for the three month period ended 31 March 2022 (the **Q1 Interim Financial Statements**). A copy of the Q1 Interim Financial Statements Press Release has been filed with the Central Bank and, by virtue of this Supplement, the Q1 Interim Financial Statements, as set out on the following pages of the Q1 Interim Financial Statements Press Release, are incorporated in, and form part of, the Base Prospectus:

Financial Highlights..... Page 2

Business Updates / Information for our Stakeholders..... Page 3 – 8

Condensed Consolidated Interim Income Statement .....	Page 9 – 10
Condensed Consolidated Interim Statement of Financial Position .....	Page 11 – 12
Glossary .....	Pages 13 – 14
APM Reconciliation .....	Pages 14 – 16

Any other information that is not included in the cross-reference list above is either not relevant for the investor or covered elsewhere in the Base Prospectus.

Copies of the Q1 Interim Financial Statements will be available for viewing on the website of the Issuer at <https://cpipg.com/storage/app/uploads/public/629/656/8c1/6296568c1d426571183552.pdf>

## **Description of the Issuer**

### *Recent Developments*

In the section of the Base Prospectus entitled "*Description of the Issuer – Employees*" on page 266 of the Base Prospectus, the following paragraphs shall be inserted at the end of such section:

#### **"Recent Developments**

#### ***Annual General Meetings of Shareholders***

On 30 May 2022, the Issuer announced that the annual general meeting of the shareholders of the Group (the **2022 AGM**) was held.

The 2022 AGM approved the terms and conditions of a buy-back programme of the Group enabling the repurchase by the Group of its own shares. The 2022 AGM authorised the board of directors of the Group to repurchase, in one or several steps, a maximum number of one billion (1,000,000,000) shares in the Group, for a purchase price comprised in the range between one euro cent (EUR 0.01) and five euros (EUR 5.00)."

#### **Significant/Material Change**

The paragraph "*Significant or Material Change*" on page 271 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

#### **"Significant or Material Change**

There has been no significant change in the financial performance or financial position of the Group since 31 March 2022 and there has been no material adverse change in the financial position or prospects of the Group since 31 December 2021."

#### **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.