

## **Covivio**

Public limited company with share capital of Euro 248,840,721

Registered office: 18 avenue François Mitterrand – 57000 Metz

R.C.S Metz: 364 800 060

*SIRET: 364 800 060 00287*

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## **NOTICE OF SHAREHOLDERS MEETING**

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The shareholders of the company Covivio (“**Covivio**” or the “**Company**”) are hereby informed that they are called to attend an Ordinary and Extraordinary Shareholders' Meeting at 14:30 on 17 April 2019, at Pavillon Kléber, 7 rue Cimarosa, Paris (75116), in order to resolve on the following agenda:

### **AGENDA**

#### **ORDINARY SESSION**

1. Approval of the company’s financial statements as at 31 December 2018;
2. Approval of the consolidated financial statements as at 31 December 2018;
3. Allocation of the result - Distribution of dividends;
4. Option to pay dividends in shares;
5. Approval of the auditors’ report drawn up in accordance with Article L. 225-40 of the French Commercial Code and the provisions of Article L. 225-38 of the French Commercial Code specified therein;
6. Approval of the auditors’ report drawn up in accordance with Article L. 225-40 of the French Commercial Code and the commitment made to the benefit of Christophe Kullmann, Chief Executive Officer;
7. Approval of the auditors’ report drawn up in accordance with Article L. 225-40 of the French Commercial Code and the commitment made to the benefit of Olivier Estève, Chief Operating Officer;
8. Approval of the principles and criteria for determining, breaking down and allocating the fixed, variable and extraordinary components of total compensation and benefits of all types, applicable to the Chairman of the Board of Directors;
9. Approval of the principles and criteria for determining, breaking down and allocating the fixed, variable and extraordinary components of total compensation and benefits of all types, applicable to the Chief Executive Officer;
10. Approval of the principles and criteria for determining, breaking down and allocating the fixed, variable and extraordinary components of total compensation and benefits of all types, applicable to the Chief Operating Officers;
11. Approval of the fixed, variable and extraordinary components of total compensation and benefits of all types paid or assigned for the year ended 31 December 2018, to Jean Laurent, as Chairman of the Board of Directors;
12. Approval of the fixed, variable and extraordinary components of total compensation and benefits of all types paid or assigned for the year ended 31 December 2018, to Christophe Kullmann, as Chief Executive

Officer;

13. Approval of the fixed, variable and extraordinary components of total compensation and benefits of all types paid or assigned for the year ended 31 December 2018, to Olivier Estève, as Chief Operating Officer;

14. Approval of the fixed, variable and extraordinary components of total compensation and benefits of all types paid or assigned for the year ended 31 December 2018, to Dominique Ozanne, as Chief Operating Officer;

15. Renewal of the directorship of Jean Laurent;

16. Renewal of the directorship of Leonardo Del Vecchio;

17. Renewal of the directorship of the company Covéa Coopérations;

18. Appointment of Christian Delaire, as Director;

19. Appointment of Olivier Piani, as Director;

20. Renewal of the appointment as principal auditor, of the firm Ernst & Young et Autres;

21. Authorisation to the Board of Directors in connection with the Company's purchase of its own shares.

#### **EXTRAORDINARY SESSION**

22. Amendment of Article 3 (*Object*) and Article 14 (*Board of Directors' activity*) of the Company's Articles of Association;

23. Delegation of competence to the Board of Directors to resolve on the Company's share capital increase by means of the incorporation of reserves, profits or premiums;

24. Authorisation of the Board of Directors to reduce the Company's share capital through the cancellation of shares;

25. Delegation of competence to the Board of Directors to issue shares and/or securities giving access to the Company's capital, with the maintenance of shareholders' preferential rights of subscription;

26. Delegation of competence to the Board of Directors to issue shares and/or securities, by way of public offer, giving access to the Company's capital, with the elimination of shareholders' preferential rights of subscription and, for share issues, a compulsory priority period;

27. Delegation of competence to the Board of Directors to issue shares and/or securities giving access to the Company's capital, with the elimination of shareholders' preferential rights of subscription, in the event of a public exchange offer initiated by the Company;

28. Delegation of competence to the Board of Directors to issue shares and/or securities giving access to the Company's capital in order to remunerate contributions in kind permitted to the Company and consisting of capital securities or equities giving access to the capital, with the elimination of shareholders' preferential rights of subscription;

29. Delegation of competence to the Board of Directors to proceed with share capital increases reserved to employees of the Company and the Covivio Group companies adhering to a savings plan, with the elimination of shareholders' preferential rights of subscription;

30. Authorisation to the Board of Directors to proceed with free allocations of existing shares or those to be issued in the Company, to the benefit of employees and/or representatives of the Company and related

companies, with the elimination of shareholders' preferential rights of subscription of the shares to be issued;

31. Powers for formalities.

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The preliminary notice required by article R. 225-73 of the French Commercial Code, including draft resolutions submitted for voting by shareholders, was published in *Bulletin des Annonces Légales Obligatoires* of 4 March 2019, Bulletin n°27, Number 1900427. The texts of draft resolutions published in the preliminary notice remain unchanged.

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### **I. Preliminary formalities in order to attend the general shareholders' meeting**

All shareholders can attend the general shareholders' meeting, whatever the number of shares held and may vote from a remote position, organise their representation by a representative of their choice, in accordance with the provisions of Article L. 225-106 of the French Commercial Code or vote by correspondence.

In compliance with Article R. 225-85 of the French Commercial Code, the right of each shareholder to attend the general shareholders' meeting or organise their representation, is subject to the registration on account of their securities, either in their own name or in the name of the intermediary registered on their account, as at the second working day before the general shareholders' meeting prior to the date scheduled for the general shareholders' meeting, at midnight Paris time (i.e. midnight 15 April 2019), or in the accounts of registered securities held for the Company by its representative, BNP Paribas Securities Services, or in the accounts of bearer securities held by an intermediary as specified under Article L. 211-3 of the French Monetary and Financial Code.

Registration of securities in bearer securities accounts held by the qualified intermediary must be noted in a certificate of attendance issued by the latter, if applicable electronically in accordance with the terms and conditions laid down by Article R. 225-61 of the French Commercial Code, annexed to the remote voting form or power of attorney or the request for an admission letter, prepared on behalf of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate must also be issued to the shareholder wishing to physically attend the general shareholders' meeting and who has not received his admission letter on the second working day before midnight of the date of the general shareholders' meeting, Paris time (i.e. midnight 15 April 2019).

In compliance with Article 25.3 of the Company's Articles of Association, each shareholder concerned by the withholding tax envisaged (i) by Article 208 C II ter of the General Tax Code and/or (ii) Article 9.3 of the Law of the Kingdom of Spain 11/2009 of 26 October 2009, must justify to the Company that he is not a Shareholder subject to Withholding Tax in the manner defined in the Articles of Association.

### **II. How to attend the general shareholders' meeting**

In compliance with the provisions of Article R. 225-85 III and IV of the French Commercial Code, the shareholder who has already expressed his vote from a remote position, sent a power of attorney or requested an admission letter or certificate of attendance:

- may thereafter not opt for a different manner of attendance of the general shareholders' meeting;

- may, at all times, transfer all or part of their shares. However, if the transfer of ownership should take place before the second working day before the date scheduled for the general shareholders' meeting, i.e. midnight, Paris time 15 April 2019, the Company will invalidate or accordingly alter the vote cast from a remote position, the power of attorney, the admission letter or the certificate of attendance. To this end, the intermediary notifies the Company of the transfer of ownership, or its representatives, providing all information necessary. No transfer of ownership implemented after the second working day prior to midnight, Paris time, on the date for which the general shareholders' meeting is scheduled, whatever the means used, is not notified by the qualified intermediary or taken into account by the Company, regardless of any agreement to the contrary.

## **A. By post**

### **1. Request for admission letter:**

Shareholders wishing to attend this general shareholders' meeting in person may request an admission letter as follows:

**Registered shareholders:** request an admission letter from BNP Paribas Securities Services, CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, or attend on the date of the general shareholders' meeting, heading directly to the specific counter envisaged to this end, with a valid form of ID.

**Bearer shareholders:** ask the qualified intermediary assuring the management of their securities account for an admission letter to be sent to them. Any shareholder who has not received his admission letter on the second working day before the date of the general shareholders' meeting (i.e. midnight 15 April 2019, Paris time), shall ask the qualified intermediary to issue him with a certificate showing that he is a shareholder, to be produced at the reception desk of the general shareholders' meeting.

### **2. Vote by correspondence or by proxy:**

Shareholders not attending this general shareholders' meeting in person and who wish to vote by correspondence or by proxy can:

**Registered shareholders:** return the single form for vote by correspondence or by proxy, as will be addressed to him with the call notice, to the following address: BNP Paribas Securities Services, CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex.

**Bearer shareholders:** request this form from the qualified intermediary assuring the management of their securities account, as from the date on which the general shareholders' meeting is convened. All requests for forms must, in order to be honoured, have been received at the Company's office or the shareholders' meetings service of the above establishment, at least six days prior to the date of the meeting, i.e. 11 April 2019. Once completed by the shareholder, the form will be returned to the account-holding establishment, who will accompany it with a certificate of attendance and address it to: BNP Paribas Securities Services, CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex.

In order to be taken into account, forms for voting by correspondence or proxy must, in all cases, be received by the Company or BNP Paribas Securities Services at least three calendar days before the date of the general shareholders' meeting, i.e. 14 April 2019.

Designations or revocations of representatives expressed by post must be received at the latest three calendar days before the date of the general shareholders' meeting, i.e. 14 April 2019.

## B. Electronically

Covivio offers shareholders a website for on-line voting before the general shareholders' meeting. This website is called VOTACCESS and it allows all shareholders to choose to attend using telecommunications means, before the general shareholders' meeting and in accordance with the terms and conditions set out below:

### 1. Request for admission letter:

Shareholders wishing to attend the general shareholders' meeting in person may also request an admission letter electronically, as follows:

**Registered shareholders:** it is advisable to submit a request on-line, via the secure platform VOTACCESS, accessible from the Planetshares website at: <https://planetshares.bnpparibas.com>.

Directly registered shareholders should log into the Planetshares website using their standard codes.

Registered shareholders under administration will receive an e-mailed call notice, giving them their identification details. This will give them access to the Planetshares website. If the shareholder no longer has their username and/or password, they can contact the freephone number 0826 109 119 made available.

After connecting, the registered shareholder should follow the instructions given on the screen to access the VOTACCESS website and make their request for an admission letter on-line.

**Bearer shareholders:** must find out whether or not their account-holding establishment is connected to the VOTACCESS website and, if applicable, if said access is subject to any specific conditions of use.

Please note that only bearer shareholders whose account-holding establishment adheres to the VOTACCESS website can request an admission letter on-line.

If the shareholder's account-holding establishment is connected to the VOTACCESS website, the shareholder must identify themselves on the web portal of their account-holding establishment using the standard access codes. He will then need to click on the icon that appears on the line corresponding to his shares and follow the instructions given on screen to access the VOTACCESS website and request an admission letter.

### 2. Vote by correspondence or by proxy:

Shareholders can also send their voting instructions and designate or revoke a representative over the internet before the general shareholders' meeting, using the VOTACCESS website as described below:

**Registered shareholders:** directly registered shareholders or those under administration, wishing to vote over the internet, should access the VOTACCESS website via the Planetshares website at: <https://planetshares.bnpparibas.com>.

Directly registered shareholders should log into the Planetshares website using their standard codes.

Registered shareholders under administration will receive an e-mailed call notice, giving them their identification details. This will give them access to the Planetshares website. If the shareholder no longer has their username and/or password, they can contact the freephone number 0826 109 119 made available.

After connecting, the registered shareholder should follow the instructions given on the screen to access the VOTACCESS website and vote or designate or revoke a representative.

**Bearer shareholders:** the bearer shareholder must find out whether or not their account-holding establishment is connected to the VOTACCESS website and, if applicable, if said access is subject to any specific conditions of use.

Please note that only bearer shareholders whose account-holding establishment adheres to the VOTACCESS website can vote or designate and revoke a representative on-line.

If the shareholder's account-holding establishment is connected to the VOTACCESS website, the shareholder must identify themselves on the web portal of their account-holding establishment using the standard access codes. He will then need to click on the icon that appears on the line corresponding to his shares and follow the instructions given on screen to access the VOTACCESS website and vote or designate or revoke a representative.

If the shareholder's account-holding establishment is not connected to the VOTACCESS website, notification of the designation and revocation of a representative can, however, be carried out electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code, as follows:

- the shareholder shall e-mail: paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail must contain the following information: name of the company concerned (Covivio), date of the general shareholders' meeting (17 April 2019), name, surname, address and bank details of the principal and the name, surname and, if possible, address of the representative;
- the shareholder must ask the qualified intermediary managing his securities account to send written confirmation to Service Assemblées Générales de BNP Paribas Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex.

Only the notifications of designation or revocation of mandates can be addressed to the above e-mail address; all other requests or notifications concerning other matters will not be considered and/or processed.

For designations or revocations of mandates expressed electronically to be validly considered, confirmations must be received at the latest the day before the general shareholders' meeting, by 15:00 (Paris time).

The VOTACCESS website will be open starting 29 March 2019 and until 16 April 2019, 15:00 (Paris time).

However, to avoid any potential overload of the VOTACCESS website, shareholders are recommended not to wait for the day before the general shareholders' meeting to vote.

### **III. Written questions to the Board of Directors**

In compliance with Articles L. 225-108, subparagraph 3 and R. 225-84 of the French Commercial Code, all shareholders shall have the right to ask the Company written questions. These questions must be sent to the Company's registered office recorded delivery with advice of receipt, addressed to the Chairman of the Board of Directors at the latest four working days before the date of the general shareholders' meeting, i.e. 11 April 2019. They must be accompanied by a certificate of registration on account.

The Board of Directors will answer during the general shareholders' meeting or, in compliance with Article L. 225-108 of the French Commercial Code, the answer will be considered given where included on the Company's website in the area given over to questions and answers, accessible at: [www.covivio.eu](http://www.covivio.eu) (under "Finance/ Investors and shareholders/General meetings/General Meeting 17 april 2019").

### **IV. Provisions on the temporary transfer of securities**

In accordance with Article L. 225-126 I of the French Commercial Code, anyone who, alone or jointly, by virtue of one or more temporary transfers involving the Company's shares or any transaction giving him the right or obliging him to sell or return these shares to the transferrer, holds a number of shares representing more than 0.5% of the voting rights, shall inform the Company and the French Financial Markets Regulator at the latest two working days before the general shareholders' meeting, i.e. 15 April 2019, at midnight, Paris time, if the contract organising this transaction remains in force as at said date, of the total number of shares held temporarily.

This declaration must specify, in addition to the number of shares acquired by virtue of any of the above-mentioned transactions, the identity of the transferrer, the date and expiry of the contract for the transaction and, if applicable, the voting agreement. The Company publishes this information in accordance with the terms and conditions set out by the general regulation of the French Financial Markets Regulator.

Failure to inform the Company and the French Financial Markets Regulatory in accordance with the conditions specified will mean that all shares acquired by virtue of any of these transactions shall, in accordance with Article L. 225-126 II of the French Commercial Code, be lacking in voting rights for the general shareholders' meeting concerned and for all general shareholders' meeting held until such shares are sold or returned.

#### **V. Shareholders' right to communication**

In accordance with applicable provisions of law and regulations, all documents needing to be communicated at this general shareholders' meeting shall be made available to shareholders within the legal terms at the Company's registered office (18 avenue François Mitterrand, 57000 Metz) or sent, on simple request addressed to BNP Paribas Securities Services, CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex.

The documents referred to in Article R. 225-73-1 of the French Commercial Code were published on the Company's website as from Wednesday, 13 March 2019 ([www.covivio.eu](http://www.covivio.eu): under "Finance/ Investors and shareholders/General meetings/General Meeting 17 april 2019").

The Board of Directors