

**Covivio**

Public limited company with a share capital of € 249,722,826  
Registered office: 18, avenue François Mitterrand – 57000 Metz  
RCS Metz 364 800 060

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ARTICLES OF ASSOCIATION

Updated on April 17, 2019

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#### **I – GENERAL PROVISIONS**

##### **Article 1 – Legal Form**

The Company is a public limited company with a Board of directors (*société anonyme à Conseil d'administration*). It is governed by the laws and regulations in force and by these Articles of Association.

##### **Article 2 – Corporate Name**

The corporate name is: Covivio.

##### **Article 3 – Company Purpose**

The corporate purpose of the Company, both in France and abroad, for itself or acting together with third parties, is:

- Mainly:
  - the acquisition of all land, real estate rights or buildings, through the purchase, exchange, contribution in kind or other, including by way of construction lease, long-term lease, authorization for temporary occupation of public property and leasing, as well as any property and rights which may constitute the accessory of or be attached to said real estate,
  - the construction of buildings and all operations directly or indirectly related to the construction of these buildings,
  - the operation and development of these real estate properties by way of lease (as landlord),
  - directly or indirectly, the ownership of stakes in the persons referred to in article 8 and in paragraphs 1, 2 and 3 of article 206 of the French General Tax Code, and more generally the acquisition through contribution, subscription, purchase or exchange or otherwise of stakes in any company whose main purpose is the operation of rental property assets as well as the management and assistance of such persons and companies.
  
- Incidentally, either directly or indirectly:
  - the leasing of all real estate properties (as the tenant),

- the acquisition, including by way of concession, authorization for temporary occupation of public property, and operation of parking lots,
  - the management, administration, trading and sale of all real estate assets and rights on behalf of third parties and direct and indirect subsidiaries, assigned to the needs for use by industrial and commercial enterprises under the scope of service sector leased properties (offices, stores and logistics) and, additionally, the housing sector,
  - the making available and marketing of new smart, collaborative working spaces or, more generally, working spaces, open and/or closed office spaces, rooms, meeting rooms or conference rooms, furnished or equipped business centres, archiving rooms and parking areas,
  - the support, management and assistance of any direct and indirect subsidiaries.
- Exceptionally, the disposal, in particular by way of sale, contribution, exchange and merger of the assets of the Company,
- And more generally:
- the involvement as borrower and lender in any intra-group loan or cash transaction and the possibility of granting for this purpose any real or personal movable or real-estate security, or mortgage or other guarantees,
  - and all civil, financial, commercial, industrial, personal and real estate transactions deemed useful for the development of one of the Company's aforementioned purposes.

#### **Article 4 – Registered Office**

The registered office is located in METZ (57000), 18, avenue François Mitterrand.

#### **Article 5 – Duration**

The duration of the Company is set at ninety-nine years as from of December the second, nineteen sixty-three.

## **II – SHARE CAPITAL AND SHARES**

#### **Article 6 - Share capital amount**

The share capital is two hundred forty-nine million seven hundred twenty-two thousand eight hundred twenty-six euros (€ 249,722,826). It is divided into eighty-three million two hundred forty thousand nine hundred forty-two (83,240,942) shares of €3 (three euros) per value each.

#### **Article 7 – Form of shares and identification of shareholders**

**7.1** Shares are either registered or bearer shares, at the shareholder's choice.

**7.2** Shares shall be registered in the account of their owner under the conditions and the terms provided for by the legal provisions in force.

**7.3** The Company may use, at any time, the provisions set forth in Articles L. 228-2 et seq. of the French Commercial Code regarding identification of (i) holders of securities granting, immediately or in the

future, voting rights at its own general meetings of shareholders (a “**General Meeting**”) and (ii) holders of bonds issued by the Company.

## **Article 8 – Threshold Crossing**

**8.1** In addition to the legal obligation to notify the Company of the holding of certain fractions of the share capital and to make any subsequent statements of intent, any natural person or legal entity, acting alone or in concert, who has come to hold or stopped holding, directly or indirectly, at least one per cent (1%) of the Company’s share capital or voting rights, or any multiple of this percentage, shall notify the Company of such crossing, by registered mail with acknowledgment of receipt sent to the registered office within the time period set forth in Article R. 233-1 of the French Commercial Code, and shall also indicate the number of securities he holds ultimately giving access to the share capital, the number of related voting rights as well as all the information referred to in Article L. 233-7 I of the French Commercial Code. Mutual fund management firms must carry out such reporting for the entirety of the shares of the Company held by the funds they manage.

This reporting obligation applies to all events of crossed thresholds mentioned above, including beyond the statutory and regulatory thresholds. Unless a statement has been made under the conditions set forth above, shares above the fraction which should have been declared shall be deprived of voting rights for any General Meeting held within two (2) years following the date of regularisation of the declaration, at the request, recorded in the minutes of the General Meeting, of one or several shareholders together holding at least one per cent (1%) of the share capital.

**8.2** (i) Any shareholder other than a natural person who comes to hold, directly or through entities that it controls pursuant to Article L. 233-3 of the French Commercial Code, a percentage of rights to Company dividends at least equal to that mentioned in Article 208 C II ter of the French General Tax Code;

(ii) any shareholder who indirectly holds, through the Company, a percentage of the share capital or dividend rights of listed public real estate investment companies in Spain (the “**SOCIMI**”) at least equal to that referred to in Article 9.3 of the Laws of the Kingdom of Spain 11/2009 of 26 October 2009 (the “**Act 11/2009**”)

(jointly a “**Concerned Shareholder**”) must register all the shares of the Company that it owns in registered form and ensure that the entities it controls under Article L. 233-3 of the French Commercial Code register all their shares of the Company in registered form. Any Concerned Shareholder who has not performed these obligations at the latest on the second working day prior to a General Meeting shall have the voting rights it holds, either directly or via entities it controls under Article L. 233-3 of the French Commercial Code, capped at a tenth (1/10) of the number of shares that they hold, respectively, at the relevant General Meeting. The Concerned Shareholder referred to above shall recover all of the voting rights attached to the shares of the Company it holds, directly or via entities it controls under Article L. 233-3 of the French Commercial Code, at the following General Meeting, provided that it regularises its situation by registering all the shares it holds, directly or via entities it controls within the meaning of Article L. 233-3 of the French Commercial Code, in registered form, by the second working day prior to this General Meeting.

## **Article 9 – Transfer of Shares**

The shares are freely negotiable.

### **Article 10 – Rights and obligations related to the shares**

Each share shall give the right to ownership of the corporate assets, a sharing of the profits and the proceeds of liquidation in proportion to the number of existing shares.

Shareholders shall be only responsible for Company debts up to the limit of their contribution, that is, up to the par value of the shares they hold.

Each shareholder shall have the same number of votes as the number of shares it holds or represents. No double voting rights shall be granted pursuant to Article L. 225-123, last paragraph, of the French Commercial Code.

Ownership of one share legally implies compliance with the Articles of Association and decisions of the General Meetings.

Every time it will be required to hold several shares to exercise any right, in the event of exchange, grouping of shares or share allotments, or in the event of a share capital increase or reduction, merger or other corporate transactions, the owners of isolated shares or of a number of shares representing less than the required number of shares, may exercise these rights only if they are personally liable for the grouping and, potentially, the purchase or sale of the required number of shares or allotment rights.

Shares are indivisible with respect to the Company, which recognises only one owner for each share. Joint owners are required to be represented in relation to the Company by one person only. The voting right attached to a share belongs to the usufructuary for Ordinary General Meetings and to the bare-owner for Extraordinary General Meetings.

### **Article 11 – Payment of Shares**

The amount of the shares issued in the context of a share capital increase and to be paid up in cash shall be paid in accordance with the conditions determined by the Board of directors.

Calls for funds are notified to share subscribers and shareholders at least fifteen (15) days before the date set for each payment by registered letter sent to each share subscriber or shareholder or by notice published in a legal gazette in the department of the registered office.

Any delayed payment of amounts due on the total unpaid-up shares shall result, by operation of law and without any formality required in this respect, in the payment of an interest calculated on a *prorata temporis* basis, from the due date, at the legal interest rate plus three hundred (300) basis points, without prejudice to any legal enforcement measures provided by law and any legal action the Company may bring against the defaulting shareholder.

## **III – CORPORATE BODIES**

### **Article 12 – Board of directors – Appointments – Composition**

The Company shall be administered by a Board of directors composed of at least three (3) members and no more than eighteen (18) members, subject to statutory exemptions, appointed by the Ordinary General Meeting.

A legal entity may be appointed as a director but it shall, within the conditions set forth by applicable legal provisions, appoint a natural person to serve as its permanent representative to the Board of directors. The permanent representatives shall be subject to the same conditions and obligations and shall have the same responsibilities as if they were directors.

### **Article 13 – Term of office of the members of the Board of directors – Dismissal**

The term of office of directors is four (4) years. However, as an exception, the General Meeting may, upon suggestion of the Board of directors, appoint or reappoint some directors for a term of office of two (2) or three (3) years to allow for a staggered renewal of the Board of directors. The term of office of a director shall expire at the end of the Ordinary General Meeting called to resolve on the financial statements for the previous year, held the year during which the term of said director expires.

The number of members of the Board of directors over the age of seventy-five (75) may not be greater than one third (1/3) of the members in office. When this number is exceeded, and if a member of the Board of directors aged seventy-five (75) or more does not resign voluntarily within three (3) months from the date the statutory limit was exceeded, the oldest member shall be automatically considered to have resigned.

Directors may be reappointed indefinitely, subject to the afore-mentioned provisions governing the age limit.

Directors may be dismissed at any time by the General Meeting, without indemnity or prior notice.

In the event of vacancy resulting from the death or resignation of one or several directors, the Board of directors may make provisional appointments subject to ratification by the next Ordinary General Meeting, in accordance with the limits and conditions provided for by law. Decisions taken and actions carried out shall remain valid even if the appointment is not ratified.

In the event of vacancy resulting from the death, resignation or dismissal of a director, the director appointed by the General Meeting or the Board of directors as a replacement to such director shall hold that position only up to the remaining term of office of his or her predecessor.

If the number of directors becomes lower than three (3), the remaining directors (or the Statutory Auditors, or an officer appointed, at the request of any interested party, by the President of the Commercial Court) shall immediately convene an Ordinary General Meeting to appoint one or more new directors in order to complete the Board up to the minimum legal number.

### **Article 14 – Bureau of the Board of directors**

The Board of directors shall appoint a Chairman, who shall be a natural person, among its members and possibly one or several Vice-Chairmen. It sets the terms of office, which may not exceed the appointee's term of office as a Board member, and which the Board may terminate at any time. The Chairman and Vice-Chairmen may be reappointed.

The age limit for the Chairman of the Board of directors is set as eighty (80). When the Chairman of the Board reaches this age limit during his or her term of office, he shall be automatically deemed to have resigned.

If the Chairman is temporarily incapacitated or dies, the oldest Vice-Chairman of the Board of directors is delegated to serve as Chairman. In a case of temporary incapacity, this delegation is granted for a limited period of time and may be renewed. If the Chairman dies, this delegation is valid until the appointment of a new Chairman.

Meetings of the Board of directors are chaired by the Chairman. If the Chairman is absent, the meeting is chaired by one of the Vice-Chairmen present, appointed for each meeting by the Board of directors. In the absence of the Chairman and Vice-Chairmen, the Board of directors shall designate, for each meeting, one of the Directors present to chair the meeting.

The Board of directors also appoints a secretary, who does not have to be a member. It defines the term and scope of the secretary's duties, which it may terminate at any time.

### **Article 15 – Convening of meetings and decisions of the Board of directors**

The Board of directors shall meet as often as required by the interest of the Company and whenever the Chairman deems it appropriate, upon notice from the Chairman.

Directors representing at least one third (1/3) of the members of the Board of directors may ask the Chairman to convene a board meeting at any time for a specific agenda.

In the event where the positions of Chief Executive Officer and Chairman are separated, the Chief Executive Officer may ask the Chairman to convene a Board of directors meeting at any time for a specific agenda.

The Chairman shall be bound by the requests made to him under the afore-mentioned provisions and shall immediately take all required actions.

Convening notices of meetings are conveyed by any written method at least five (5) days in advance. This five-day period may be reduced if one third of the directors agree to a shorter notification period. Meetings shall be held at the Company's registered office or any other location indicated in the notice of meeting.

The Board of directors shall validly take decisions only if at least half (1/2) of its members are present.

A director may give a written proxy to another director to represent him at a meeting of the Board of directors, in compliance with legal and regulatory provisions.

Decisions shall be adopted by a majority of the members present or represented. In the event of a tied vote, the meeting's Chairman does not have the casting vote.

Subject to applicable laws and regulations, the meetings of the Board of directors may be held via videoconference or telecommunication means or any other method allowed under law and regulations, in compliance with the requirements set forth by the internal regulations (*règlement intérieur*) adopted by the Board of directors.

The decisions of the Board of directors shall be recorded in meeting minutes prepared in accordance with the law.

### **Article 16 – Powers of the Board of directors**

The Board of directors shall determine the strategy for the Company's business and oversee its implementation. Subject to the powers expressly granted to the General Meetings and within the limits of the corporate purpose, the Board of directors shall handle all matters related to the operations of the Company and govern its business through its decisions.

In its relations with third parties, the Company shall also be bound by the actions of the Board of directors that are not within the Company's corporate purpose, unless it proves that the third party was aware that such action exceeded such corporate purpose or that the third party should have been aware of this in view of the circumstances.

The Board of directors shall carry out the checks and verifications that it considers necessary.

Each director shall receive all the information necessary to perform his or her duties and may obtain from the Chairman or Chief Executive Officer all documents necessary to perform his or her mission.

The Board of directors may grant special assignments for one or more specific purposes to one or more of its members, or to third parties who need not be shareholders.



The Board of directors may also create one or more permanent or temporary specialised committees in charge of studying matters which the Board or the Chairman submit for their opinion, and in particular an Audit Committee, an Appointment and Compensation Committee and a Strategic and Investment Committee. These committees the members and duties of which are defined by the Board, carry out their activity under the responsibility of the Board.

#### **Article 17 – Remuneration of directors**

The members of the Board of directors may receive remuneration in the form of attendance fees, the total amount of which is determined by the General Meeting and freely allocated by the Board of directors.

The Board of directors may grant exceptional remuneration to directors performing special assignments or mandates, on an exceptional basis.

#### **Article 18 – Chairman of the Board of directors**

The Chairman of the Board of directors shall organise and lead the work of the Board and reports to the General Meeting.

He shall oversee the various corporate bodies of the Company to ensure they are working smoothly and, in particular, that the directors are in a position to fulfil their tasks.

The Board of directors shall determine the amount, methods of calculation and payment of the Chairman's remuneration, if any.

The Chairman of the Board of directors may also perform the general management of the Company, in accordance with Article 19 of the Articles of Association.

#### **Article 19 – General management of the Company**

**19.1** The Company's general management shall be led, at the choice of the Board of directors, either by the Chairman of the Board of directors, or by another natural person appointed by the Board of directors with the title of Chief Executive Officer.

The choice between these two methods of general management shall be made by the Board of directors, which must inform the shareholders and third parties under the conditions provided by law.

The Board of directors' decision on the choice of general management method shall be made by a majority of the directors present or represented.

When the general management of the Company is carried out by the Chairman of the Board of directors, the provisions below on the Chief Executive Officer shall then be applicable to him in addition to the provisions specific to his role as Chairman of the Board of directors.

When the Board of directors chooses to separate the positions of Chairman and Chief Executive Officer, it shall appoint the Chief Executive Officer, define his term of office and determine his compensation and any limits on his powers.

The Chief Executive Officer may be reappointed.

The age limit for holding the position of Chief Executive Officer, provided that such position is separated from the position of Chairman, shall be sixty-seven (67). Irrespective of the term for which it

is granted, the Chief Executive Officer's office shall expire at the latest at the end of the Ordinary General Meeting convened to approve the financial statements for the previous year and held the year during which the Chief Executive Officer turns sixty-seven (67).

The Chief Executive Officer may be dismissed at any time by the Board of directors. If the dismissal is decided without due cause, it may result in damages being paid, except when the Chief Executive Officer is also the Chairman of the Board of directors.

The Chief Executive Officer shall be empowered to act in any situation on behalf of the Company. He shall carry out these powers within the limits of the corporate purpose and subject to the powers granted expressly by law and these Articles of Association to General Meetings and the Board of directors.

The Chief Executive Officer shall represent the Company in its relationships with third parties. The Company shall also be bound by the actions of the Chief Executive Officer that are not within the limits of its corporate purpose, unless it proves that the third party was aware that such action exceeded such purpose or that the third party should have been aware of this in view of the circumstances, it being specified that publication of the Articles of Association is not by itself sufficient evidence for such purpose.

**19.2** Upon a proposal put forward by the Chief Executive Officer, the Board of directors may appoint, among its members or not, one or several natural persons to assist the Chief Executive Officer, with the title of Deputy Executive Officer.

The maximum number of Deputy Executive Officers is set at five (5).

In agreement with the Chief Executive Officer, the Board of directors shall determine the scope and duration of the powers granted to the Deputy Executive Officers.

With respect to third parties, the Deputy Executive Officer(s) shall be granted the same powers as the Chief Executive Officer. The age limit for holding the position of Deputy Executive Officer is sixty-seven (67).

Irrespective of the term for which they have been granted, the office of Deputy Executive Officer shall expire at the latest at the end of the Ordinary General Meeting convened to resolve on the financial statements for the previous year and held in the year during which the Deputy Executive Officer turns sixty-seven (67).

The Board of directors shall determine the remuneration of the Deputy Executive Officers.

In the event where the Chief Executive Officer relinquishes his office or is prevented from carrying it out, the Deputy Executive Officers shall remain in office and keep their powers unless otherwise decided by the Board of directors, until a new Chief Executive Officer is appointed.

Deputy Executive Officers may be dismissed at any time by the Board of directors, upon proposal from the Chief Executive Officer. If the dismissal is decided without due cause, it may result in damages being paid.

## **Article 20 – Non-voting members**

The Board of directors may appoint one or more non-voting members (natural persons or legal entities). It shall define their term of office and their remuneration if they are granted a particular mission.

The non-voting members of the Board of directors shall attend meetings of the Board as observers and may be consulted by the Board. They shall be convened to every meeting of the Board of directors, which may grant them specific missions.

The Board of directors may decide to pay the non-voting members of the Board of directors a portion of the attendance fees allocated by the General Meeting and to authorise the reimbursement of expenses incurred by the non-voting members of the Board of directors in the interests of the Company.

The non-voting members of the Board of directors shall be subject to obligations, in particular to the confidentiality obligations stipulated by the Board of directors in its Internal Regulations.

#### **Article 21 – Related-party transactions**

The related-party transactions within the meaning of articles L. 225-38 *et seq.* of the French Commercial Code shall be approved in accordance with applicable laws.

#### **Article 22 – General Meetings**

General Meetings are convened under the conditions set forth by law and regulations in force.

Meetings shall be held at the registered office or at any other location indicated in the convening notice.

Every shareholder has the right to attend General Meetings and to participate in its decisions, in person or by proxy, upon presentation, under the applicable legal and regulatory conditions, of its identity and the registration of the shares in the books in the name of this shareholder or of an intermediary registered on its behalf.

The General Meetings are chaired by the Chairman of the Board of directors or, should he be absent, by a Vice-Chairman or, in the absence of the latter, by a director specially appointed for this purpose by the Board. Failing this, the General Meeting elects the Chairman of the meeting.

The two (2) shareholders attending the General Meeting with the highest number of votes shall be elected scrutineers, if they so accept.

The bureau shall appoint the secretary, who may be chosen among non-shareholders.

At each General Meeting, an attendance sheet shall be compiled under the conditions provided for by law.

Copies or excerpts of the minutes of the General Meetings shall be validly certified by the Chairman of the Board of directors, a member of the Board or the secretary of the General Meeting.

Ordinary and Extraordinary General Meetings, adopting their decisions under the conditions of quorum and majority set forth in the respective provisions governing them, shall exercise the powers granted to them by law.

Shareholders may vote by mail, appoint a proxy or send their proxy form by any means permitted under the laws and regulations in force. In particular, shareholders may send to the Company proxy or postal voting forms by fax or e-mail before the General Meeting, under the conditions provided by law. The proxy and postal voting forms may be signed electronically if the electronic signature satisfies the requirements defined in the first sentence of paragraph 2 of Article 1316-4 of the French Civil Code.

Upon decision of the Board of directors, the shareholders may take part in the General Meeting by videoconference or vote by any other means of communication, including the internet, under the conditions set forth in the regulations applicable at the time the communication method is used. This decision must be included in the meeting notice published in the French *Bulletin des Annonces Légales Obligatoires (BALO)*.

Shareholders shall be considered as being present for quorum and majority calculations if they participate in the General Meeting by videoconference or by any other means of communication, including the internet, which means enable shareholders to be identified under the conditions provided for by laws and regulations.

#### **Article 23 – Statutory Auditors**

Audit of the Company is carried out by one or more Statutory Auditors under the conditions provided for by applicable laws.

### **IV – CORPORATE ACCOUNTS AND ALLOCATION OF RESULTS**

#### **Article 24 – Fiscal year**

Each fiscal year lasts for twelve (12) months, beginning on 1 January and ending on 31 December of each calendar year.

#### **Article 25 – Allocation of results – distribution**

**25.1** At least five per cent (5%) of the profits for the year, from which profits any prior losses shall be deducted as the case may be, must be extracted and allocated to the legal reserve. Such allocation ceases to be required when the reserve amounts to one tenth (1/10) of the share capital.

Distributable profits shall consist of the profit for the year, minus prior losses and sums to be allocated into the reserve as required by law and the Articles of Association, plus any retained earnings.

The General Meeting may take from this profit any sums it deems appropriate to be allocated to optional, ordinary or extraordinary reserves, or to be carried forward.

Any balance left over, if any, shall be distributed by the General Meeting among the shareholders in proportion to the number of shares they hold.

In addition, the General Meeting may decide to distribute sums taken from the reserves and which are at its disposal, expressly indicating the reserve items from which the sums are to be withdrawn. However, dividends are taken primarily from the profits of the year.

Except in the event of a share capital reduction, no distribution may be made to shareholders when the shareholders' equity is, or would become following such distribution, less than the amount of the share capital plus the reserves that may not be distributed by law or the Articles of Association. The revaluation reserve shall not be distributed. It may be merged into the share capital in whole or in part.

Following approval of the financial statements by the Ordinary General Meeting, any losses, if any, shall be carried forward to be netted out with the profits from subsequent years until extinction.

The Board of directors may decide to distribute interim dividend payments prior to the approval of the financial statements for the fiscal year, under the conditions provided for by law.

**25.2** The terms of payment of dividends approved by the General Meeting shall be decided by the General Meeting or by the Board of directors. However, the payment of dividends shall take place within a maximum period of nine (9) months following the end of the fiscal year. An extension of this time period may be granted by court decision.

The General Meeting may offer shareholders an option between payment in cash and payment in new shares of Company shares for all or a portion of the dividend or interim dividend distributed, under the conditions provided by law.

The Ordinary General Meeting may approve the distribution of profits or reserves through the distribution of negotiable securities owned by the Company; shareholders shall be responsible for grouping themselves, if necessary, to obtain a whole number of securities thus distributed.

**25.3** Any Concerned Shareholder whose own situation or whose situation of its partners makes:

(i) the Company liable for the withholding (the “**Withholding**”) as referred to in Article 208 C II ter of the French General Tax Code; or

(ii) the SOCIMI, whose share capital is held directly or indirectly by the Company, liable for the Spanish withholding (the “**Spanish Withholding**”) referred to in Article 9.3 of the Act 11/2009;

(a “**Shareholder subject to Withholding**”) shall be required to compensate the Company for the Withholding and/or the Spanish Withholding due, resulting from the distribution, by the Company or the SOCIMI whose share capital is held directly or indirectly by the Company, of dividends, reserves, premiums or “income deemed distributed” within the meaning of the French General Tax Code or the meaning of the Law of the Kingdom of Spain 27/2014 of 27 November 2014, on corporation tax, respectively, under the conditions of Article 9.3 below.

Any Concerned Shareholder is assumed to be a Shareholder subject to Withholding. If it states that it is not a Shareholder subject to Withholding, it must provide to the Company at the request of the latter:

(i) for the purposes of the Withholding, no later than five (5) business days prior to the payment of distributions by providing a satisfactory legal opinion without reservations, issued by an internationally renowned law firm with recognised expertise in French tax law or of the country of residence of the Concerned Shareholder, certifying that it is not a Shareholder subject to Withholding, that it is the beneficial owner of the dividends and that the distributions paid to him do not make the Company liable for the Withholding;

(ii) for the purposes of the Spanish Withholding, no later than five (5) business days prior to the payment of distribution by the SOCIMIs whose share capital is held directly or indirectly by the Company, a tax residence certificate issued by the competent authority in the country of which the Concerned Shareholder declares to be resident, and, no later than five (5) business days prior to the payment of distributions, a satisfactory and unqualified opinion that it is not a Shareholder subject to Spanish Withholding and that the distributions paid by the SOCIMIs, whose share capital is held directly or indirectly by the Company, do not give rise to the payment of the Spanish Withholding on account of their participation on the Company.

If (a) the Company holds, directly or indirectly, a percentage of dividend rights at least equal to that set forth in Article 208 C II ter of the French General Tax Code or more than one or several listed real estate investments companies mentioned in Article 208 C of the French General Tax Code (a “**Subsidiary SIIC**”) or (b) the Company holds, directly or indirectly, a percentage of the share capital or the dividend rights at least equal to that referred to in Article 9.3 of Act 11/2009 of one or more SOCIMIs, and if the Subsidiary SIIC or said SOCIMI, because of the situation of a Shareholder subject to Withholding, has paid the Withholding or the Spanish Withholding, then the Shareholder subject to Withholding shall, as applicable, compensate the Company either for the amount paid as compensation by the Company to the Subsidiary SIIC or the SOCIMI concerned for the payment of the Withholding by the Subsidiary SIIC or the Spanish Withholding by the Company or, if there has been no compensation of the Subsidiary SIIC or SOCIMI by the Company, for an amount equal to the Withholding paid by the Subsidiary SIIC or the Spanish Withholding paid by the SOCIMI concerned, so that the other shareholders of the Company do not bear economically any portion of the Withholding or the Spanish

Withholding paid, respectively, by any of the SIICs or SOCIMIs in the chain of stakeholdings due to the Shareholder subject to Withholding (the “**Additional Compensation**”). The amount of the Additional Compensation will be paid by each of the Shareholders subject to Withholding proportionately to their respective dividend rights divided by the total dividend rights of the Shareholders subject to Withholding.

The Company shall be entitled to net out the compensation receivable from any Shareholder subject to Withholding with the sums to be paid by the Company for its benefit. Thus, the sums distributed by the Company which must, for each share held by said Shareholder subject to Withholding, be paid to him pursuant to the aforementioned distribution decision or buyback of shares, will be reduced by the amount of the Withholding or the Spanish Withholding due by the Company or the SOCIMIs for the distribution of these sums and/or the Additional Compensation.

The amount of any compensation owed by a Shareholder subject to Withholding shall be calculated in such a manner that, after payment thereof and taking into account any specific tax regime that may be applicable to it, the Company will be placed in the same situation as if the Withholding or the Spanish Withholding had never become payable. In particular, the compensation shall include any tax payable by the Company in respect of the compensation.

The Company and the Concerned Shareholders must cooperate in good faith to ensure that all reasonable measures are taken to limit the amount of Withholding or the Spanish Withholding due or to become due and the compensation arising or that could arise therefrom.

**25.4** In the event where (i) subsequently to a distribution of dividends, reserves or premiums, or “income deemed distributed” pursuant to the French General Tax Code by the Company or of a Subsidiary SIIC exempt from corporate income tax pursuant to Article 208 C II of the French General Tax Code or subsequent to a distribution by a SOCIMI, whose share capital is held directly or indirectly by the Company, within the meaning of Act 27/2014 of the Kingdom of Spain of 27 November 2014 on corporation tax, it would appear that a Shareholder was a Shareholder subject to Withholding on the date of payment of said sums and where (ii) the Company, the Subsidiary SIIC and/or said SOCIMI should have paid the Withholding or the Spanish Withholding on the sums so paid, without said sums being already compensated as provided for in Article 25.3 above, the Shareholder subject to Withholding shall be required to pay the Company, as compensation for the loss incurred by it, an amount equal to (a) the Withholding that should have been paid by the Company for each Company share it held on the date of payment of the distribution of dividends, reserves or premiums concerned, (b) any loss suffered by the Company as a result of the payment of the Spanish Withholding by the SOCIMIs, whose share capital is held directly or indirectly by the Company is such payment is attributable to the Concerned Shareholder and (c) if applicable, the amount of the Additional Compensation (the “**Compensation**”).

As the case may be, the Company will be entitled to net out, in the appropriate amount, the amount it shall be paid under the Indemnity with any sums that may subsequently become payable to this Shareholder subject to Withholding, without prejudice, as appropriate, to the prior application to said sums of the offset as provided for in paragraph 4 of Article 25.3 above. In the event where, after such an offset is made, the Company would not have been paid the amounts owed by Shareholder subject to Withholding under the Indemnity, the Company shall be entitled to net out again, in the appropriate amount, with any sums that may subsequently be payable to this Shareholder subject to Withholding until the final payment of said debt.

## **V – DISSOLUTION**

### **Article 26 – Liquidator**

Upon occurrence of the term of the Company, or in the event of an early dissolution, the General Meeting, based on a proposal of the Board of directors, shall appoint one or several liquidators whose powers it shall determine and who shall carry out their responsibilities in accordance with applicable law.

## **VI – DISPUTES**

### **Article 27 – Competence**

Any disputes that may arise during the existence of the Company or during its liquidation, either between the shareholders and the Company or among the shareholders themselves, regarding the Articles of Association or more generally the company operations and matters, shall be decided by the competent courts of the jurisdiction of the Company's registered office.