

**Covivio**

Public limited company with share capital of €284,174,598  
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 CALL**

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**Warning – Health crisis status**

Depending on the evolution of the health and/or regulatory situation, the terms of organization of the Shareholders' Meeting may be subject to change.  
Shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website ([www.covivio.eu/fr](http://www.covivio.eu/fr)), which may be updated to specify, if necessary, the definitive terms and conditions of participation to this General Meeting in light of any health and/or legal requirements that may arise after the publication of this notice of call.

The shareholders of the company Covivio (“**Covivio**” or the “**Company**”) are hereby informed that they are called to attend a Combined Ordinary and Extraordinary Shareholders' Meeting at 10:30 on Thursday 21 April 2022, at Pavillon Gabriel, 5 avenue Gabriel, Paris (75008), to resolve on the following agenda:

**AGENDA**

**ORDINARY SESSION**

1. Approval of the Company’s financial statements for the year ended 31 December 2021;
2. Approval of the consolidated financial statements for the year ended 31 December 2021;
3. Allocation of income – Distribution of dividends;
4. Approval of the Statutory Auditors’ special report prepared in accordance with Article L. 225-40 of the French Commercial Code and the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code referred to therein;
5. Approval of the compensation policy applicable to the Chairman of the Board of Directors;
6. Approval of the compensation policy applicable to the Chief Executive Officer;
7. Approval of the compensation policy applicable to the Deputy Executive Officer;
8. Approval of the compensation policy applicable to the Directors;
9. Approval of the information referred to in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers;
10. Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2021 or allocated in respect of the said fiscal year to Jean Laurent in his capacity as Chairman of the Board of Directors;
11. Approval of the fixed, variable, and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2021 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer;
12. Approval of the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2021 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer;

13. Approval of the fixed, variable, and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2021 or allocated in respect of the said fiscal year to Dominique Ozanne in his capacity as Deputy Executive Officer until 30 June 2021;
14. Reappointment of the company ACM as Director;
15. Reappointment of Romolo Bardin as Director;
16. Reappointment of Alix d'Ocagne as Director;
17. Appointment of Daniela Schwarzer as Director;
18. Authorisation to be granted to the Board of Directors for the Company to purchase its own shares.

#### EXTRAORDINARY SESSION

19. Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, profits or premiums;
20. Authorisation to be granted to the Board of Directors to reduce the Company's share capital through cancellation of shares;
21. Delegation of authority to the Board of Directors to issue shares and/or securities convertible into equity, maintaining the shareholders' preferential subscription right;
22. Delegation of authority to the Board of Directors to issue, through public offering, Company shares and/or securities convertible into equity, with waiver of shareholders' preferential subscription rights and a mandatory priority period for share issues;
23. Delegation of authority to the Board of Directors to issue shares and/or securities convertible into equity, with waiver of shareholders' preferential subscription rights, in the event of a public exchange offer initiated by the Company;
24. Delegation of authority to the Board of Directors to issue shares and/or transferable securities convertible into equity, in order to pay for contributions in kind granted to the Company consisting of capital shares or transferable securities convertible into equity;
25. Delegation of authority to the Board of Directors to proceed to capital increases reserved for employees of the Company and of companies in the Covivio Group that are members of a company savings plan, with waiver of shareholders' preferential subscription right;
26. Authorisation to be granted to the Board of Directors to allocate existing or new shares of the Company free of charge, to the employees and/or corporate officers of the Company or its affiliates, with waiver of shareholders' preferential right to the shares to be issued;
27. Amendment of Article 3 (*Corporate purpose*) and Article 7 (*Form of the shares and identification of securities holders*) of the Company's Articles of Association;
28. Powers for formal recording requirements.

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The notice of call mentioned in articles R. 225-73 I. and R. 22-10-22 of the French Commercial Code including the text of the draft resolutions submitted to this Shareholders' Meeting has been published in the "*Bulletin des annonces légales obligatoires*" (BALO) on the 9 March 2022, Bulletin n°29, under the number 2200415. The text of the draft resolutions published in the above-mentioned notice of call remains unchanged.

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## **I. Preliminary formalities in order to attend the Shareholders' Meeting**

All shareholders can attend the Shareholders' Meeting, regardless of the number of shares they hold and may vote from a remote position, organise their representation by a representative of their choice, in accordance with the provisions of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code or vote by correspondence.

In compliance with Article R. 22-10-28 of the French Commercial Code, the right of each shareholder to attend the 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 Shareholders' Meeting prior to the date scheduled for the Shareholders' Meeting, at midnight Paris time (i.e. midnight Tuesday 19 April 2022), 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 set out by Article R. 225-61 of the French Commercial Code, annexed to the remote voting form or power of attorney or to the request for an admission card, prepared in the name 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 Shareholders' Meeting and who has not received his admission card on the second working day before midnight of the date of the Shareholders' Meeting, Paris time (i.e., midnight Tuesday 19 April 2022).

Pursuant to Article 25.3 of the Company's Articles of Association, each shareholder concerned by the withholding tax referred to in (i) 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 Shareholders' Meeting**

Pursuant to the provisions of Article R. 22-10-28 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 card or certificate of attendance:

- may thereafter not choose a different way to attend the Shareholders' Meeting;

- may, at all times, transfer all or part of his shares. However, if the transfer of ownership should take place before the second working day before the date scheduled for the Shareholders' Meeting, i.e., Tuesday 19 April 2022 at midnight, Paris time, the Company will invalidate or accordingly alter the vote cast from a remote position, the power of attorney, the admission card, or the certificate of attendance. To this end, the qualified intermediary notifies the Company or its representatives of the transfer of ownership, providing all information necessary. No transfer of ownership implemented after the second working day prior to midnight, Paris time, on the date when the 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 an admission card:**

Shareholders wishing to attend this Shareholders' Meeting in person may request an admission card as follows:

**Registered shareholders:** request an admission card from BNP Paribas Securities Services, CTO Assemblées Générales – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, or on the date of the Shareholders' Meeting, present themselves at 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 card to be sent to them. Any shareholder who has not received his admission card on the second working day before the date of the Shareholders' Meeting (i.e., Tuesday 19 April 2022 at midnight, Paris time), shall ask the qualified intermediary to issue a certificate showing that he is a shareholder, to be produced at the reception desk of the Shareholders' Meeting.

2. Vote by correspondence or by power of attorney:

Shareholders not attending this Shareholders' Meeting in person and who wish to vote by correspondence or by power attorney can:

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

**For Bearer shareholders:** request this form from the qualified intermediary in charge of the management of their securities account, as from the date on which the 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-mentioned establishment, at least six days prior to the date of the meeting, i.e., Friday 15 April 2022. Once completed by the shareholder, the form will be returned to the account-holding establishment, along with a certificate of attendance and send 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 BNP Paribas Securities Services at least three calendar days before the date of the Shareholders' Meeting, i.e., Monday 18 April 2022.

Designations or revocations of representatives expressed by post must be received at the latest three calendar days before the date of the Shareholders' Meeting, i.e., Monday 18 April 2022.

## **B. Electronically**

Covivio provides shareholders with access to a secured digital platform for on-line voting before the Shareholders' Meeting. This platform is called VOTACCESS, and it enables all shareholders to choose to attend using telecommunications means, before the Shareholders' Meeting and in accordance with the terms and conditions set out below:

1. Request for an admission card:

Shareholders wishing to attend the Shareholders' Meeting in person may also request an admission card electronically, as follows:

**Registered shareholders:** it is advisable to submit a request on-line, via the 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 notice of call, providing them notably with their identification details. This will give them access to the Planetshares website. If shareholders no longer have their username and/or password, they can click on “*Mot de passe oublié ou non reçu*” (password forgotten or not received), or contact the freephone number 0826 109 119 made available.

After logging in, 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 has subscribed to the VOTACCESS website can request an admission card on-line.

If the shareholder’s account-holding establishment is connected to the VOTACCESS website, the shareholder must identify himself 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 card.

## 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 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 a notice of call, giving them particularly their identification details. This will enable them to access the Planetshares website. If shareholders no longer have their username and/or password, they can click on “*Mot de passe oublié ou non reçu*” (password forgotten or not received), or contact the freephone number 0826 109 119 made available.

After logging in, the registered shareholder should follow the instructions given on 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 his 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 has subscribed 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 his 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 Articles R. 225-79 and R. 22-10-24 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 Shareholders' Meeting (21 April 2022), 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 Shareholders' Meeting, by 15:00 (Paris time).

The VOTACCESS website will be open starting Monday 4 April 2022 and until Wednesday 20 April 2022, 15:00 (Paris time).

However, to avoid any potential overload on the VOTACCESS website, shareholders are recommended not to wait for the day before the Shareholders' Meeting to vote.

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

Pursuant to Articles L. 225-108, subparagraph 3 and R. 225-84 of the French Commercial Code, all shareholders shall have the right to address written questions to the Company. Such questions must be sent to the Company's registered office by registered letter with acknowledgement of receipt to the attention of the Chairman of the Board of Directors, or by electronic telecommunication at the following address: [assemble.generale@covivio.fr](mailto:assemble.generale@covivio.fr), at the latest four working days before the date of the Shareholders' Meeting, i.e. Thursday 14 April 2022. To be taken into account, they must be sent along with a certificate of registration on account.

The Chief Executive Officer, on delegation of the Board of Directors, will answer during the Shareholders' Meeting or, in compliance with Article L. 225-108 of the French Commercial Code, the answer will be deemed provided when included on the Company's website in the section dedicated to questions and answers, available at: [www.covivio.eu/fr](http://www.covivio.eu/fr) (under “*Finance/Investisseurs et actionnaires/Assemblées générales/Assemblée Générale du 21 avril 2022*”). In compliance with applicable regulations, a joint answer may be given to these questions provided they present the same content or relate to the same subject.

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

Pursuant to Article L. 22-10-48 of the French Commercial Code, anyone who comes to hold a number of shares representing more than 0.5% of the voting rights, alone or jointly, by virtue of one or more temporary transfers involving Company's shares or any transaction giving him the right or the obligation to sell or return these shares to the transferrer, shall inform the Company and the French Financial Markets Regulator at the latest two working days before the Shareholders' Meeting, i.e. Tuesday 19 April 2022 at midnight, Paris time, of this as well as of the total number of shares held temporarily in the event the contract organising this transaction remains in force on such date.

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 hereabove will entail that all shares acquired by virtue of any of these transactions shall, in accordance with Article L. 22-10-48 of the French Commercial Code, be deprived of their voting rights for the Shareholders' Meeting concerned and for all 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 to be communicated for this Shareholders' Meeting shall be made available to shareholders within the legal deadlines 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. 22-10-23 of the French Commercial Code have been published as from Thursday March 17, 2022 on the Company's website ([www.covivio.eu/fr](http://www.covivio.eu/fr): under "*Finance/ Investisseurs et actionnaires/ Assemblées générales/ Assemblée Générale du 21 avril 2022*").

The Board of Directors