

**Covivio**

Public limited company with share capital of €303,019,167  
Registered office: 18 avenue François Mitterrand – 57000 Metz  
R.C.S Metz: 364 800 060  
SIRET: 364 800 060 00287

---

**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 10:00 on Wednesday 17 April 2024, at its general management headquarters, 10 rue de Madrid, Paris (75008), to resolve on the following agenda and draft resolutions:

**AGENDA**

**ORDINARY SESSION**

1. Approval of the Company’s financial statements for the year ended 31 December 2023;
2. Approval of the consolidated financial statements for the year ended 31 December 2023;
3. Allocation of income – Distribution of dividend;
4. Option for the payment of the dividend in shares;
5. 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;
6. Approval of the information mentioned in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers paid during the fiscal year ended 31 December 2023;
7. 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 2023 or allocated in respect of the said fiscal year to Jean-Luc Biamonti in his capacity as Chairman of the Board of Directors;
8. 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 2023 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer;
9. 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 2023 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer;
10. Approval of the compensation policy applicable to the Chairman of the Board of Directors;
11. Approval of the compensation policy applicable to the Chief Executive Officer;
12. Approval of the compensation policy applicable to the Deputy Executive Officer;
13. Approval of the compensation policy applicable to the Directors;
14. Reappointment of Christophe Kullmann as Director;
15. Reappointment of Catherine Soubie as Director;
16. Reappointment of Patricia Savin as Director;
17. Appointment of the company KPMG S.A. as principal Statutory Auditors, as a replacement for the company Mazars, whose term is coming to an end;

18. Appointment of the company ERNST & YOUNG ET AUTRES as Statutory Auditors in charge of carrying out the assurance of sustainability reporting;
19. Authorisation to be granted to the Board of Directors for the Company to purchase its own shares.

**EXTRAORDINARY SESSION**

20. Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, profits or premiums;
21. Authorisation to be granted to the Board of Directors to reduce the Company's share capital through cancellation of shares;
22. Delegation of authority to the Board of Directors to issue shares and/or securities convertible into equity, maintaining the shareholders' preferential subscription right;
23. 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, for share issues a mandatory priority period granted to them;
24. 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;
25. 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;
26. Delegation of authority to the Board of Directors to issue shares of the Company as part of the public exchange offer initiated by the Company for the shares issued by the company Covivio Hotels;
27. 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;
28. Amendment of Article 3(Purpose) of the Company's Articles of Association;
29. Powers for formal recording requirements.

## TEXT OF DRAFT RESOLUTIONS

### ORDINARY SESSION

**First resolution** (*Approval of the Company's financial statements for the year ended 31 December 2023*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Company's financial statements for the fiscal year ended 31 December 2023 and the reports of the Board of Directors and Statutory Auditors on these annual financial statements, approves in full the report of the Board of Directors and the financial statements for the year ended 31 December 2023, which include the balance sheet, income statement and notes, as presented, showing a loss of €8,417,361.56.

The General Meeting consequently approves the transactions reflected in these financial statements and summarized in these reports.

The General Meeting notes that there were no expenditure and charges covered by Article 39.4 of the French General Tax Code and observes that there is no corporate income tax payable in this respect.

**Second resolution** (*Approval of the consolidated financial statements for the year ended 31 December 2023*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the reports of the Board of Directors and Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2023, which include the balance sheet, income statement and notes, as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

The General Meeting notes that the consolidated net income of the Group as of 31 December 2023 was €-1,418,785 thousand.

**Third resolution** (*Appropriation of income – Distribution of dividend*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, resolves, upon a proposal from the Board of Directors:

- to allocate the loss incurred in the fiscal year ended 31 December 2023 and amounting to €8,417,361.56 as follows:
  - (i) to the "Retained earnings" account, which will thus be reduced from €3,551,940 to €0;
  - (ii) €4,865,421.56 to the "Distributable reevaluation surplus" account, which will thus be reduced from €12,825,588.19 to €7,960,166.63;
- to distribute a dividend of €333,321,083.70 withheld from:
  - (i) the "Distributable reevaluation surplus" account for €7,960,166.63;
  - (ii) the "Merger premium" account for €325,360,917.07.

Thus, each share will receive a dividend of €3.30.

The dividend will be distributed on 27 May 2024.

Based on the total number of shares which made up the share capital on 21 February 2024, i.e. 101,006,389 shares, subject to Article 25.3 of the Articles of Association of the Company to the Shareholders Subject to Withholding, a total dividend of €333,321,083.70 will be paid. This dividend only gives entitlement to the 40% rebate in the event of an annual, express, overall and irrevocable option for the progressive income tax scale pursuant to Article 200 A 2 of the French General Tax Code, and only for the portion of this dividend deducted from earnings subject to corporate income tax. In compliance with Article 158 3, 3° b bis of the French General Tax Code, this rebate does not apply to earnings exempt from corporate income tax under the SIIC plan in application of Article 208 C of the French General Tax Code.

The tax-exempt dividend in application of Article 208 C of the French General Tax Code and not eligible for the 40% rebate amounts to €231,094,740.

The dividend withheld on the profits subject to corporate tax amounts to €102.226.343,70.

The dividend drawn against the Company's profits exempt from corporate income tax pursuant to Article 208-3 *quater* of the French General Tax Code amounts to €0.

The General Meeting resolves that the amount the shareholders may have waived, as well as the amount corresponding to treasury shares on the dividend payment date, which do not grant a right to dividends pursuant to the provisions of Article L. 225-210 of the French Commercial Code, will be allocated to the "Retained earnings" account. Consequently, the General Meeting grants all powers to the Board of Directors, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, for the purpose of determining, considering in particular the number of shares held by the Company at the record date (included), the overall amount of the dividend and, consequently, the amount to be allocated to the "Retained earnings" account.

In accordance with the law, the General Meeting confirms that the dividends distributed for the previous three fiscal years were as follows:

Fiscal year	Type of dividend	Dividend paid per share	Amount of dividend eligible for the 40% rebate <sup>1</sup>	Amount of dividend not eligible for the 40% rebate
2020	Current	€3.60	€0.6681	€2.9319
2021	Current	€3.75	€0.9761	€2.7739
2022	Current	€3.75	€1,2939	€2.4561

<sup>1</sup> *In case of option for a progressive rate of the revenue tax*

**Fourth resolution** (*Option for the payment of the dividend in shares*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having noted that the share capital is fully paid up and reviewed the Board of Directors' report, decides, in accordance with Articles L. 232-18 to L. 232-20 of the French Commercial Code and with Article 25.2 of the Company's Articles of Association, to offer each shareholder an option between receiving the payment of the full dividend either in cash or in new shares. This option to receive payment of the dividend in cash or in shares is applicable to the full amount of the dividend allocated per share and distributed under the above third resolution.

Accordingly, the General Meeting decides that:

- the issue price of the new shares granted in consideration of payment of the dividend is 90% of the average of the closing price of the share on the 20 trading days prior to the day of this General Meeting after deduction of the net amount of dividend per share provided for in Resolution 3 above, and rounded up to the next highest euro cent;
- shareholders who require payment of the dividend in new shares may exercise the option from 23 April 2024 to 7 May 2024 included by addressing their request to the authorised financial brokers, or, for the pure registered shareholders, to the Company's agent, Société Générale Securities Services After this period, the dividend shall be paid in cash, the payment taking place on 27 May 2024, date on which the settlement-delivery of the shares for those shareholders who opted for the payment of the dividend in shares shall also take place. These new shares will be issued with current dividend eligibility and will thus provide entitlement, as of their date of issuance, to any distribution of dividend by the Company; and
- if the amount of the dividend for which the option is exercised does not correspond to a whole number of shares, the shareholder will be entitled to the next lower whole number of shares and will receive the balance in cash.

The General Meeting grants all powers to the Board of Directors, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, for the purpose of implementing this Resolution, and in particular to:

- consider the issue price of the shares issued in accordance with the terms listed above, and implement all operations related or correlative to the option for the payment of the dividend in shares;
- acknowledge the number of shares issued and the capital increase resulting from the issuance of shares following the exercise of the option for the payment of the dividend in shares granted to the shareholders;
- withdraw the cost of the said share capital increase from the amount of the share premium, and take from this amount the necessary amounts corresponding to 10 % of the nominal amount of the issue in order to assign it to the legal reserve;
- amend the Articles of Association accordingly;
- execute any and all required legal or administrative formalities in the purpose of quoting the shares;
- execute all registration formalities, and, in general, do whatever is necessary.

**Fifth resolution** (*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 mentioned therein*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Statutory Auditors' special report on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves this report and such regulated agreements entered into or executed during the fiscal year ended 31 December 2023.

**Sixth resolution** (*Approval of the information mentioned in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers for the fiscal year ended 31 December 2023*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, approves pursuant to Article L. 22-10-34 I. of the French Commercial Code the information referred to in Article L. 22-10-9 I. of the French Commercial Code related to compensation of all corporate officers for the fiscal year ended 31 December 2023, and detailed in paragraph 5.3.4.2 of the Company's universal registration document relating to the fiscal year ended 31 December 2023 (*document d'enregistrement universel*).

**Seventh resolution** (*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 2023 or allocated in respect of the said fiscal year to Jean-Luc Biamonti in his capacity as Chairman of the Board of Directors*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors on corporate governance drafted pursuant to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2023 or allocated in respect of the said fiscal year to Jean-Luc Biamonti in his capacity as Chairman of the Board of Directors, as described in said report, and presented in paragraph 5.3.4.3.1 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Eighth resolution** (*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 2023 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors on corporate governance drafted pursuant to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2023 or allocated in respect of the said fiscal year to Christophe Kullmann in his capacity as Chief Executive Officer, as described in said report, and presented in paragraph 5.3.4.3.2 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Ninth resolution** (*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 2023 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors on corporate governance drafted pursuant to Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and all benefits in kind paid during the fiscal year ended 31 December 2023 or allocated in respect of the said fiscal year to Olivier Estève in his capacity as Deputy Executive Officer, as described in said report, and presented in paragraph 5.3.4.3.3 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Tenth resolution** (*Approval of the compensation policy applicable to the Chairman of the Board of Directors*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance pursuant to Article L. 225-37 of the French Commercial Code describing in particular the items of the compensation policy of the legal representatives, approves pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors presented and detailed in paragraph 5.3.4.1.1 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Eleventh resolution** (*Approval of the compensation policy applicable to the Chief Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance pursuant to Article L. 225-37 of the French Commercial Code describing in particular the items of the compensation policy of the legal representatives, approves pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer presented and detailed in paragraph 5.3.4.1.2 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Twelfth resolution** (*Approval of the compensation policy applicable to the Deputy Executive Officer*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code detailing in particular the items of the compensation policy of the legal representatives, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Deputy Executive Officer presented and detailed in paragraph 5.3.4.1.2 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Thirteenth resolution** (*Approval of the compensation policy applicable to the Directors*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code, detailing in particular the items of the compensation policy of the legal representatives, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Directors presented and detailed in paragraph 5.3.4.1.3 of the Company's universal registration document (*document d'enregistrement universel*) relating to the fiscal year ended 31 December 2023.

**Fourteenth resolution** (*Reappointment of Christophe Kullmann as Director*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the report by the Board of Directors, and having noted that the term of office of Christophe Kullmann as Director is due to expire at this General Meeting, resolves, to reappoint, as of this day, Christophe Kullmann as Director for a period of four (4) years expiring at the end of the General Meeting of Shareholders called in 2028 to approve the financial statements for the fiscal year ended 31 December 2027.

**Fifteenth resolution** (*Reappointment of Catherine Soubie as Director*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, and having noted that the term of office of Catherine Soubie as Director is due to expire at this General Meeting, resolves to reappoint, as of this day, Catherine Soubie as Director for a period of four (4) years expiring at the end of the General Meeting of Shareholders called in 2028 to approve the financial statements for the fiscal year ended 31 December 2027.

**Sixteenth resolution** (*Reappointment of Patricia Savin as Director*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, and having noted that the term of office of Patricia Savin as Director is due to expire at this General Meeting, resolves to reappoint, as of this day, Patricia Savin as Director for a period of four (4) years expiring at the end of the General Meeting of Shareholders called in 2028 to approve the financial statements for the fiscal year ended 31 December 2027.

**Seventeenth resolution** (*Appointment of the company KPMG S.A. as principal Statutory Auditors, as a replacement for the company Mazars, whose term is coming to an end*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, and having noted that the term of office of the company Mazars as principal Statutory Auditors is due to expire at this General Meeting, resolves to appoint, as of this day, the company KPMG S.A., a public limited company whose registered office is located at Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, registered at the Nanterre Register of Trade and Companies under the number 775 726 417, as principal Statutory Auditors for a period of six (6) fiscal years expiring at the end of the General Meeting of Shareholders called in 2030 to approve the financial statements for the fiscal year ended 31 December 2029.

**Eighteenth resolution** (*Appointment of the company ERNST & YOUNG et Autres as Statutory Auditors in charge of carrying out the assurance of sustainability reporting*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report by the Board of Directors, resolves to appoint, as of this day, the company ERNST & YOUNG et Autres, a simplified joint-stock company with variable capital, whose registered office is located at 1-2 Place des Saisons, Paris La Défense 1, 92400 Courbevoie, registered at the Nanterre Register of Trade and Companies under the number 438 476 913, as Statutory Auditors in charge of carrying out the assurance of sustainability reporting, for a period of one (1) fiscal year, corresponding to the remainder of the latter's term of office as principal Statutory Auditors of the Company and expiring at the end of the General Meeting of Shareholders called in 2025 to approve the financial statements for the fiscal year ended 31 December 2024.

**Nineteenth resolution** (*Authorisation to be granted to the Board of Directors for the Company to purchase its own shares*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, EC Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014, Articles 241-1 to 241-7 of the General Regulation of the Autorité des Marchés Financiers (French Financial Markets Authority) and the market practices allowed by the Autorité des Marchés Financiers:

- terminates, effective immediately, for the unused portion, the authorisation given by the Combined General Meeting of 20 April 2023;
- authorises the Board of Directors, which may further delegate such authority under the conditions provided for by legal and regulatory provisions, to purchase treasury shares or cause them to be purchased, all at once or in several instances at the time of its choosing; and
- decides that purchases of Company shares as described in the paragraph above may be for a number of shares such that the number of shares that the Company would purchase during the buyback program does not exceed 10% of the shares making up the share capital of the Company (at any time whatsoever, and this percentage applies to adjusted capital based on the impact of transactions subsequent to this General Meeting). It is stipulated that (i) a maximum of 5% of the shares comprising the Company's share capital may be allocated for holding purposes and subsequent payment or exchange within the framework of a merger, split or contribution, and (ii) in the event of an acquisition within the context of a liquidity agreement, the number of shares taken into account for calculating the 10% limit on the total share capital mentioned above corresponds to the number of shares purchased less the number of shares resold during the term of this authorisation, and (iii) purchases made by the Company may not under any circumstances lead to it owning more than 10% of the share capital of the Company.

The maximum purchase price paid by the Company for its own shares must not exceed eighty-five euros (€85) per share (excluding acquisition expenses). In case of capital transactions, specifically through the incorporation of reserves and the allocation of free shares and/or the splitting or consolidation of shares, this price will be adjusted by a multiplier coefficient equal to the ratio between the number of shares comprising the share capital prior to the transaction and the same number after the transaction. Therefore, in the event of a change in the share par value, a capital increase through the incorporation of reserves, the allocation of free shares, the splitting or consolidation of shares, the distribution of reserves or any other assets, the amortisation of capital or any other transaction affecting shareholders' equity, the General Meeting resolves to delegate to the Board of Directors the authority to adjust the aforementioned maximum purchase price in order to take these transactions into consideration in the share value.

The maximum amount of funds reserved for the share buyback program will be five hundred million euros (€500,000,000).

Subject to compliance with the applicable legal and regulatory provisions, transactions relating to purchases, disposals, exchanges or transfers may be executed by any means, including by trading on a regulated market or a multilateral trading facility, with systematic internalisers or over the counter particularly including through the acquisition or sale of blocks of shares (on or off the market), takeover or public exchange offering, as well as through the use of financial instruments, specifically derivative financial instruments traded on a regulated or over-the-counter market, such as calls or puts options or any combinations thereof, or by recourse to warrants, either directly or indirectly through an investment service provider, under the conditions authorised by the competent market authorities and at such times as the Company's Board of Directors deems fit. The maximum portion of the share capital acquired or transferred in the form of blocks of shares may comprise up to the entire program.

These transactions may take place at any time, subject to compliance with regulations in effect, unless a third-party files a public offering for the shares of the Company, until the end of the offer period.

This authorisation is intended to enable the Company to pursue the following objectives, in compliance with the applicable legal and regulatory provisions:

- to allocate shares to executive corporate officers or employees of the Company and/or of companies belonging to its group, in accordance with the terms and conditions set out in the



- laws and regulations applicable to (i) the sharing in the benefits due to the Company's growth, (ii) the stock option scheme provided for by Articles L. 225-177 *et seq.* of the French Commercial Code and L. 22-10-56 of the French Commercial Code, (iii) the scheme for the allocation of free shares as provided for in Articles L. 225-197-1 *et seq.* of the French Commercial Code and L. 22-10-59 and L. 22-10-60 of the French Commercial Code and (iv) any employee savings plan, as well as to undertake any hedging transaction relating to these transactions, under the conditions stipulated by the market authorities and at such times as the Board of Directors or the individual acting on behalf of the Board of Directors deems suitable;
- to remit the shares during the exercise of rights attached to securities giving the right, immediately or in the future, through redemption, conversion, exchange, presentation of a warrant or any other manner, to the allocation of Company shares, as well as to undertake any hedging transaction in relation to the issuance of such securities, under the conditions stipulated by the market authorities and at such times as the Board of Directors or the individual acting on behalf of the Board of Directors deems suitable;
  - to hold the shares and remit them later as payment or in exchange in the context of potential transactions for external growth, merger, split or contribution;
  - to cancel all or part of the shares through a reduction in the share capital (specifically in order to optimise cash management, return on equity or earnings per share), subject to this General Meeting adopting Resolution 21 below;
  - to facilitate the liquidity of transactions and consistency in the trading of the Company's shares or to prevent price swings not justified by market trends within the framework of a liquidity agreement entered into with an investment services provider operating in complete independence, under the terms and conditions set by regulation and recognised market practices and in accordance with a code of ethics recognised by the Autorité des Marchés Financiers;
  - and also with a view to any other practice that could be recognised by the law or the Autorité des Marchés Financiers or any other purpose to be authorised by the law or regulations in effect in future. In such a case, the Company would inform its shareholders by sending out a notice.

This authorisation is given for eighteen (18) months as at the date of this General Meeting.

The General Meeting grants complete authority to the Board of Directors, which may further delegate such authority under the conditions stipulated by the applicable legal and regulatory provisions, for the purposes of implementing this authorisation, and specifically:

- to place all orders on the securities exchange or over the counter;
- to enter into any agreements specifically with a view to maintaining records on the purchase and sale of shares;
- to prepare any documents, specifically for information purposes;
- to allocate or reallocate the shares acquired for the various purposes in question, under the applicable legal and regulatory conditions; and
- to prepare any statements and execute any recording requirements of the Autorité des Marchés Financiers or any other public authority and, in general, to take all necessary measures.

The General Meeting acknowledges that, in the event that the Board of Directors uses this authorisation, the Board of Directors must report on it pursuant to Article L. 225-100 of the French Commercial Code, in accordance with Article L. 225-211 of the French Commercial Code.

## EXTRAORDINARY RESOLUTIONS

**Twentieth resolution** (*Delegation of authority to the Board of Directors to increase the Company's share capital through the incorporation of reserves, profits, or premiums*). – The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the report of the Board of Directors:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 20 April 2023;
- hereby fully authorises the Board of Directors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code, which may further delegate such authority, to decide to increase the Company's share capital, on one or more occasions, in the proportions and at the times that it deems suitable, by incorporating all or part of the reserves, profits, premiums or any other sums that may be capitalised, to be executed through the issue of new free shares or an increase in the par value of the Company shares or a combination of these two procedures;
- resolves, the above notwithstanding, that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal amount of the capital increases performed under this delegation, immediately or in the future, may not exceed a total of thirty million three hundred thousand euros (€30,300,000), plus, if applicable, the par value of the additional shares to be issued in order to protect the rights of the holders of securities convertible into equity as required by legal, regulatory and contractual stipulations. This amount is set independently and separately from the caps on share capital increases as a result of share and/or securities issues authorised by Resolutions 22 to 27;
- resolves that this delegation is valid for a period of twenty-six (26) months from the date of this General Meeting;
- resolves that the rights forming fractional shares will be neither tradable nor transferable and that the corresponding shares will be sold; the sums resulting from the sale will be allocated to the holders of the rights as provided for under the legislative and regulatory provisions applicable; and
- resolves that the Board of Directors, which may further delegate such authority under the conditions stipulated by the legal and regulatory provisions, will have all powers to implement this delegation, specifically for the purposes of:
  - (i) determining the terms and conditions of the operations authorised above, and more specifically determining in this respect the amount of sums to be capitalised and the shareholders' equity account or accounts against which they will be drawn;
  - (ii) setting the amounts to be issued and the dividend entitlement date, retroactively or not, for the securities to be issued;
  - (iii) making any adjustments in order to take into account the impact of operations on the Company's share capital;
  - (iv) setting the terms and conditions under which the rights of holders of securities providing access to the share capital will be maintained, as relevant, in accordance with the legal and regulatory provisions in force and the contractual provisions in force,
  - (v) performing, either on its own or through an agent, all acts and formalities to make definitive any capital increases that may be carried out as authorised under this resolution; and
  - (vi) amending the Articles of Association accordingly and, in general, doing whatever is necessary.

**Twenty-first resolution** (*Authorisation to be granted to the Board of Directors to reduce the Company's share capital through the cancellation of shares*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the authorisation given by the Combined General Meeting of 20 April 2023;
- authorises the Board of Directors, which may further delegate such authority, for a period of eighteen (18) months from the date of this General Meeting, to cancel, on one or more occasions and at the times it deems fit, the shares acquired by the Company under the authority of Resolution 19 or any other resolution with the same purpose and same legal basis, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and to reduce the share capital accordingly, on the understanding that this percentage applies to the capital following any adjustments to take into account the impact of transactions subsequent to this General Meeting; and
- authorises the Board of Directors to allocate the difference between the purchase value of the cancelled shares and their par value to the "Share premium" account or to any available reserves or premium account, including legal reserves, to a maximum of 10% of the completed capital reduction.

The General Meeting grants all authority to the Board of Directors, which may further delegate such authority under the conditions stipulated by the legal and regulatory provisions, to undertake this (these) transaction(s) involving share cancellations and capital reductions, specifically to set the final value of the capital reduction, setting the conditions and confirming its fulfilment and undertaking the corresponding amendment of the Company's Articles of Association, to take any formal recording measures, to make any efforts and statements to any public entities and, in general, to do anything necessary.

**Twenty-second resolution** (*Delegation of authority to the Board of Directors to issue shares and/or securities convertible into equity, maintaining the shareholders' preferential subscription right*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.*, and in particular Articles L. 225-129-2, L. 225-132 to L.225-134, and L. 228-91 *et seq.* of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 20 April 2023;
- delegates the authority to the Board of Directors, which may further delegate said authority, for a period of twenty-six (26) months as from the date of this General Meeting, to decide, on one or more occasions, in the proportions and at the times it deems fit, both in France and abroad, on the issuance, in euros or in foreign currency, maintaining the shareholders' preferential subscription rights, of Company shares and/or securities (including warrants to subscribe for new or existing shares), providing immediate or future access by any means to the Company's share capital, whether issued free of charge or in return for payment. It is specified that this delegation may allow the issuance of transferable securities under the conditions set forth by Article L. 228-93 of the French Commercial Code;
- notwithstanding the above, resolves that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal amount of the share capital increases performed under this delegation, immediately or in the future, may not exceed a total of seventy-five million seven hundred fifty thousand euros (€75,750,000), plus the par value of any additional shares to be issued to protect the rights of the holders of securities convertible into equity as required

by applicable legal, regulatory and contractual stipulations. This amount is set independently and separately from the caps on share capital increases as a result of share and/or securities issues authorised by Resolution 20 and Resolutions 23 to 27; and

- also resolves that the par value of debt securities convertible into equity immediately and/or in the future that may be issued under this delegation may not exceed a total of seven hundred and fifty million euros (€750,000,000) or the equivalent of this on the date of this issuance decision in the case of an issuance in foreign currency or in a unit of account set by reference to several currencies. Please note that the nominal amount of the debt securities convertible into equity immediately and/or in the future issued under this delegation and Resolutions 23 to 25 may not exceed a total of seven hundred and fifty million euros (€750,000,000), the overall cap for all debt securities. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

Shares or securities convertible into equity may be subscribed for either in cash or by offsetting receivables against the Company.

Shareholders have a preferential right, in proportion to the value of their shares, to subscribe the shares and securities issued under this resolution. The Board of Directors may establish, for shareholders, a subscription right on a reducible basis for the shares or securities issued, which will be issued in proportion to their subscription rights and up to the maximum of their orders.

Consequently, if subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may use all or some of the options below in the order it deems appropriate:

- to restrict the issue to the amount of subscriptions, it being specified that in the event of a share issue, this limit may only be applied by the Board of Directors on condition that the subscriptions amount to at least three quarters (3/4) of the issue decided;
- to freely distribute all or part of any securities not subscribed on an irreducible basis and, where relevant, on a reducible basis; and
- to offer to the public all or part of the non-subscribed shares on the French market and/or abroad.

The General Meeting acknowledges that the authorisation implies, as applicable, in favor of the holders of such securities convertible into equity as may be issued under this delegation, automatic waiver by the shareholders of their preferential subscription right to shares in connection with such securities.

The General Meeting resolves that Company's stock warrants may be issued by subscription offer, as well as by free allocations to owners of old shares, and that, in the event of a free allocation of stock warrants, the Board of Directors will be entitled to resolve that fractional allocation rights will not be negotiable and that the corresponding securities must be sold.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- determining the dates, prices and other conditions of the issues as well as the form and features of the transferable securities to be created;
- setting the amounts to be issued and the dividend entitlement date, retroactively or not, for the securities to be issued;
- determining the method of release for the shares or other securities issued and, if applicable, the conditions for their purchase or exchange;
- suspending, if applicable, the exercise of the share allocation rights attached to the securities to be issued, for a period no longer than three (3) months;
- setting the terms and conditions under which the rights of holders of securities convertible into equity will be maintained, as relevant, in accordance with the legal and regulatory provisions in force and the conditions of any applicable contracts providing for other adjustments;

- charging any amounts against the share premium as required, in particular the fees triggered by the issuance, to deduct from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase;
- undertaking any formalities required for the listing for trading on a regulated market in France or abroad, of the rights, shares or securities issued, and providing the financial services of the securities in question and exercise of the corresponding rights;
- deciding, in the event of an issue of transferable securities representing debt securities convertible into equity, subject to the conditions defined by law, whether or not they are subordinated, setting the interest rate and the currency, the maturity, which may be perpetual if applicable, the fixed or variable redemption price with or without premium, the conditions for amortisation based on market conditions, and the conditions under which these securities will be convertible into shares of the Company and the other conditions for issue (including the act of granting guarantees or securities) and amortisation; and
- in general, taking any measure that may be required, entering into any agreements, requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, and amending the Company's Articles of Association accordingly.

**Twenty-third resolution** (*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, for share issues, a mandatory priority period granted to them*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.*, and in particular Articles L. 225-129-2, L. 225-135, and the provisions of Articles L. 22-10-51, L. 225-136, L. 22-10-52, and L. 228-91 *et seq.* of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 20 April 2023;
- delegates to the Board of Directors, which may further delegate such authority, for a period of twenty-six (26) months as from the date of this General Meeting, the power to decide, on one or more occasions, in the proportions and at the times it deems fit, on the issuance of Company shares and/or securities convertible into equity immediately or in the future, through public offering (including offered referred to in 1 of Article L. 411-2 of the French Monetary and Financial Code), in France or abroad, in euros or in foreign currency, with waiver of shareholders' preferential subscription rights. It is specified that this delegation of authority may allow for the issue of transferable securities under the conditions set forth by Article L. 228-93 of the French Commercial Code;
- resolves, the above notwithstanding, that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal value of increases in the Company's share capital made immediately or in the future under this delegation may not exceed thirty million three hundred thousand euros (€30.300.000), given that (i) the nominal amount of any capital increase of the Company that may be carried out, immediately or in the future, pursuant to this delegation without granting the shareholders a priority subscription period is included in the total cap on share capital increases as a result of shares and / or securities issues authorised by Resolution 24 and 25, and (ii) in other cases, this amount is set independently and separately from the caps on share capital increases as a result of share and/or securities issues authorised by Resolutions 20, 22, and 24 to 27. Added to this cap, as necessary, will be the additional par value of the shares or other equity instruments to be issued, in accordance with the applicable legal and regulatory provisions and any applicable contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities representing receivables

convertible into equity.; and

- resolves that the maximum nominal amount of debt securities giving access to the Company's share capital immediately and/or in the future, issued under this delegation may not exceed a total of seven hundred and fifty million euros (€750,000,000), the overall cap for debt securities provided for herein and in Resolutions 22, 24 and 25, or the equivalent of this amount on the date of the issuance decision in the event of issuance in foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

Issuances decided under this delegation will be completed through public offering.

This delegation of authority expressly excludes the issue of preference shares or marketable securities providing access by any means to preference shares either immediately or in the future.

Shares or securities convertible into equity may be subscribed for either in cash or by offsetting receivables against the Company.

The General Meeting resolves:

- to waive the shareholders' preferential subscription right to the shares and/or securities issued under this delegation;
- to grant shareholders a priority period of at least three (3) trading days for all share issues pursuant to this Resolution in accordance with Articles L. 22-10-51 and R. 225-131 of the French Commercial Code; and
- to delegate to the Board of Directors the option of granting a similar priority period for the issuance of non-equity issues carried out pursuant to this Resolution.

A priority subscription period that does not lead to the creation of negotiable rights must be exercised in proportion to the portion of equity owned by each shareholder and could potentially be topped up by a subscription on a reducible basis, in the understanding that unsubscribed shares will be sold through a public offer in France or, where applicable, abroad.

In accordance with Article L. 22-10-52 of the French Commercial Code, the General Meeting resolves that:

- the issue price of the new shares will be at least equal to the minimum amount authorised by laws and regulations in force at the date of use of this delegation (namely, for information purposes, on the date of this General Meeting a price at least equal to the weighted average market price quoted for Covivio shares on Euronext Paris over the last three trading days preceding the initiation of the public offering within the meaning of Regulation (EU) 2017/1129 of 14 June 2017, less, where applicable, a maximum discount of 10%); and
- the issue price of securities of the Company convertible into equity (whether immediately or in the future), issued under this delegation will be such that the sum immediately received by the Company, plus, as applicable, any amount the Company might receive subsequently, for each share or other equity security issued as a consequence of the issuance of these securities, will be at least equal to the minimum subscription price defined in the previous paragraph, after adjustment, if any, of that amount to cover any difference in dividend eligibility dates.

If subscriptions have not absorbed the entire issue of shares or other securities as defined above, the Board of Directors may use all or some of the options below, as it deems fit, and in the order, it deems appropriate:

- to limit the issuance to the amount subscribed, provided that this is equal to at least three quarters (3/4) of the agreed value of the issuance;
- to freely distribute all or part of the unsubscribed securities; and
- to offer all or part of the unsubscribed securities to the public.

The General Meeting acknowledges that this delegation automatically implies a waiver by the shareholders of their preferential subscription right to the shares to which such securities give entitlement, in favor of holders of securities giving access to the Company's share capital that may be issued.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for

the purposes of:

- determining the dates and conditions of the issues as well as the features of the transferable securities and shares to be created or associated with them;
- setting the number of shares and/or other securities to be issued, as well as their terms and conditions, in particular their issue price and, as applicable, the amount of the premium;
- determining the terms of payment for the shares and/or other securities issued;
- setting the dividend entitlement date, with or without retroactive effect, of the securities to be issued and, as applicable, the conditions for their buyback or exchange;
- suspending, as applicable, exercise of the rights attached to the securities for a period no longer than of three (3) months under the limits stipulated by the applicable legal and regulatory provisions;
- setting the conditions to ensure the preservation of the rights of holders of securities or other instruments providing access to the share capital, in accordance with applicable legal and regulatory provisions and, as necessary, the applicable contractual stipulations providing for other adjustments;
- charging any amounts against the share premium as required, in particular the fees triggered by the issuance, to deduct from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase;
- undertaking any formalities required for the listing for trading on a regulated market in France or abroad, of the rights, shares or securities issued, and the providing the financial services of the securities in question and exercise of the corresponding rights;
- deciding, in the event of the issue of transferable debt securities convertible into equity as provided for under French law, whether these securities should be subordinated or not (and setting their subordination rank where applicable), setting their interest rate, currency, maturity (which may be perpetual), their fixed or variable redemption price (with or without premium), amortisation conditions based on market conditions, conditions under which these securities will entitle holders to Company shares, and other conditions concerning their issuance (including the act of granting guarantees or securities) and amortisation; and
- in general, taking any measure that may be required, entering into any agreements, requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, and amending the Company's Articles of Association accordingly.

**Twenty-fourth resolution** (*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*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 22-10-54 and L. 228-91 *et seq.* of the French Commercial Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 20 April 2023;
- delegates to the Board of Directors, which may further delegate such authority, for a period of twenty-six (26) months as from the date of this General Meeting, the power to decide, on one or more occasions, in the proportions and at the times it deems fit, on the issuance of Company shares and/or securities convertible into equity, immediately or in the future, and by any means, through a public exchange offering launched by the Company, in France or (depending on local criteria and regulations) abroad, for shares of another company whose securities are admitted to trading on a regulated market pursuant to Article L. 22-10-54 of the French Commercial Code;
- resolves that this delegation is distinct and independent from that provided for in Resolution 26 below, relating to the delegation of authority granted to the Board of Directors to carry out

the public exchange offer to be implemented by the Company as a result of Covivio Hotels' shares being contributed to the Company in accordance with the transactions presented in the Company's press release to the market dated 22 February 2024, and that consequently this delegation does not render ineffective the delegation provided for in Resolution 26 and vice versa;

- resolves, notwithstanding the above, that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves to waive, as required, the shareholders' preferential subscription right to the shares and/or securities issued under this delegation;
- acknowledges that the authorisation implies automatic waiver by the holders of any securities convertible into equity issued under this delegation of their preferential subscription right to shares in connection with such securities;
- resolves that the maximum nominal value of increases in the Company's share capital made immediately or in the future under this delegation may not exceed 10% of the share capital of the Company (corresponding to its amount on the date of use of this delegation by the Board of Directors). Please note that the maximum nominal value of increases in the Company's share capital made under this delegation and the delegation granted pursuant to Resolution 25 may not exceed 10% of the Company's share capital, which is the overall cap for all capital increases, now or in future, provided for under this Resolution, Resolution 25, and regarding the issuances carried out without granting the shareholders a priority subscription period, Resolution 23; and
- resolves that the nominal amount of debt securities giving access to the Company's share capital immediately and/or in the future, that may be issued under this delegation may not exceed a total of seven hundred and fifty million euros (€750,000,000), the overall cap for debt securities provided for herein and in Resolutions, 22, 23 and 25, or the equivalent of this amount on the date of the issuance decision in the event of issuance in foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- defining the terms, conditions and details of the operation, within the limits set by this resolution and applicable legal and regulatory provisions;
- determining the exchange ratio as well as any amount payable in cash;
- recording the number of securities tendered to the exchange offer;
- determining the dates and issue conditions, in particular the price of the shares to be issued and their dividend entitlement date (possibly retroactive), or where applicable the dates and issue conditions of securities convertible, now or in future, into Company shares to be issued;
- taking all required measures to protect the rights of holders of securities or other instruments providing access to the share capital, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other adjustments;
- recording the difference between the issue price of the new shares and their par value in the "Liabilities" section of the balance sheet under an "Additional paid-in capital" account which will cover the rights of all shareholders;
- at its sole initiative, charging the fees for any issuance to the amount of the "Additional paid-in capital" and deducting from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase;
- undertaking any formalities required for the listing for trading on a regulated market in France or abroad, of the rights, shares or securities issued, providing financial services of the securities



- in question and ensuring the exercise of their attached rights; and
- in general, taking any measure that may be required, entering into any agreements, requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, and amending the Company's Articles of Association accordingly.

**Twenty-fifth resolution** (*Delegation of authority to the Board of Directors to issue shares and/or transferable securities convertible into equity, to pay for the contributions in kind granted to the Company consisting of capital shares or transferable securities convertible into equity*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Article L. 225-147 as well as Article L. 22-10-53 of the said code:

- terminates, with effect on 1<sup>st</sup> May 2024, for the unused portion, the delegation granted by the Combined General Meeting of 20 April 2023, the latter delegation remains fully effective until that date, in particular to pay for and carry out the contribution to the Company of twelve million three hundred and sixteen thousand four hundred and forty-five (12,316,445) Covivio Hotels shares, which was decided by the Board of Directors on 15 February 2024;
- delegates to the Board of Directors, which may further delegate such authority, for a period of twenty-six (26) months starting on 1<sup>st</sup> May 2024, the power to decide, based on the report of the contribution auditor(s) (*commissaire aux apports*) mentioned in Paragraphs 1 and 2 of Article L. 225-147 of the French Commercial Code, on the issuance of existing or new Company shares and/or securities convertible into equity, immediately or in the future and by any means, pursuant to Articles L. 228-91 *et seq.* of the French Commercial Code, to pay for the contributions in kind granted to the Company consisting of capital shares or transferable securities convertible into equity, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
- the above notwithstanding, resolves that the Board of Directors may not, unless with the prior authorisation of the General Meeting, use this delegation of authority as of the date of the filing by a third party of a proposed public takeover offer for the Company's shares, and until the end of the offer period;
- resolves that the maximum nominal amount of the increases in the Company's share capital performed under this delegation, from the date it becomes effective, will be set at 10% of the Company's share capital (as at the date of the Board of Director's use of this delegation), the overall cap for capital increases now or in future set forth in this Resolution, Resolution 24, and regarding the issuances carried out without granting the shareholders a priority subscription period, Resolution 23;
- resolves that the nominal amount of debt securities giving access to the Company's share capital immediately and/or in the future, that may be issued under this delegation may not exceed a total of seven hundred and fifty million euros (€750,000,000), the overall cap for debt securities provided for herein and in Resolutions 22 to 24, or the equivalent of this amount on the date of the issuance decision in the event of issuance in foreign currency or in a unit of account set by reference to several currencies. This amount is independent of the amount of the debt securities for which issuance was decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;
- acknowledges that shareholders will not have any preferential subscription right to the shares and/or securities issued under this delegation, as their purpose is solely to compensate contributions in kind; and
- acknowledges that this delegation implies automatic waiver by the holders of any securities convertible into equity issued under this delegation of their preferential subscription right to shares in connection with such securities.

The General Meeting grants all powers to the Board of Directors to implement this delegation from the date it becomes effective, with a right of sub-delegation, under the conditions provided for by the legal and

regulatory provisions, specifically for the purposes of:

- ruling on the report of the contribution auditor(s) regarding the capital contributions;
- defining the terms, conditions and details of the operation, within the limits set by this resolution and applicable legal and regulatory provisions;
- determining the exchange ratio as well as any amount payable in cash;
- recording the number of securities issued in remuneration for the contributions in kind;
- determining the dates and issue conditions, in particular the price and the entitlement date (possibly retroactive) of the new shares or other equity securities and, if relevant, the securities providing immediate or future access to the Company's share capital, evaluating the contributions and any special benefits that may be granted, and reducing the valuation of the contributions and any special benefits if agreed by the tenderers;
- recording the difference between the issue price of the new shares and their par value in the "Liabilities" section of the balance sheet under an "Additional paid-in capital" account which will cover the rights of all shareholders;
- at its sole initiative, charging the fees for any issuance to the amount of the "Additional paid-in capital" and drawing from this amount the necessary amounts corresponding to 10% of the nominal value of each issue for the legal reserve after each increase; and
- in general, taking any measures that may be required, entering into any agreements (in particular to ensure the successful outcome of the issue), requesting any authorisations, performing any formalities, and doing whatever is necessary to ensure the successful outcome of the issues planned, or to postpone them, and specifically recording the capital increases resulting from any issue performed through the use of this delegation, amending the Company's Articles of Association accordingly, requesting the listing for trading on a regulated market in France or abroad of all rights, shares and other securities issued under this delegation, and ensuring the financial services of the securities in question and the exercise of the corresponding rights.

**Twenty-sixth resolution** (*Delegation of authority to the Board of Directors to issue Company shares as part of the public exchange offer initiated by the Company for the shares issued by Covivio Hotels*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129*et seq.*, and L. 22-10-54 of the French Commercial Code:

- delegates to the Board of Directors, which may further delegate such authority, the authority to decide, on one or more occasions, in the proportions and at the times it deems appropriate, for twelve (12) months as from this General Meeting, the issue of Company shares in consideration for securities tendered to the public exchange offer to be initiated by the Company for Covivio Hotels' shares, a partnership limited by shares with a share capital of 592,565,808 euros, whose registered office is located at 10 rue de Madrid in Paris (75008), registered with the Register of Trade and Companies under the number 955 515 895, in accordance with the transactions presented in the Company's press release to the market dated 22 February 2024 (the "**Offer**");
- resolves, as far as is necessary, to cancel the preferential right of shareholders to subscribe for shares to be issued by the Company within the context of the Offer;
- resolves that the maximum nominal amount for the Company's capital increases that may be carried out immediately or in the future under this delegation may not exceed seventy million euros (€70,000,000). To this cap shall be added, where applicable, the additional nominal amount of the shares or other securities convertible into equity to be issued in order to preserve, in accordance with the applicable legal and regulatory provisions and potential applicable contractual provisions providing for other adjustment situations, the rights of the holders of securities or other rights convertible into equity or debt securities of the Company; and
- explicitly resolves that the maximum global nominal amount of the increases in the Company's

share capital that may be implemented under this delegation is distinct and independent from that granted under Resolution 24 and will not be deducted from the overall cap for all capital increases made immediately or in the future provided for in Resolution 25 and, in the case of issuances carried out without a priority period being granted to shareholders, in Resolution 23;

- acknowledges that this delegation does not render ineffective the delegation granted by this General Meeting under Resolution 24.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the terms provided for by legal and regulatory provisions, specifically for the purposes of:

- setting the terms and conditions for the Offer, within the limits set by applicable legal and regulatory provisions and by this resolution;
- setting the exchange ratio and, if applicable, the amount of cash adjustment to be paid;
- recording the number of shares contributed to the Offer;
- determining the dates, conditions of issuance, in particular the price and dividend entitlement date (even retroactive), of the shares or other securities of the Company;
- suspending, where applicable, the exercise of the rights attached to these securities for a maximum period of three (3) months within the limits provided for by applicable legal and regulatory provisions;
- recording the difference between the issue price of the new shares and their par value as a liability on the balance sheet in a "Share premium" account, to which the rights of all shareholders will be attached;
- at its sole discretion, charging the costs of any issue against the amount of the "Share premium" and collect from the said premium the sums necessary to maintain the legal reserve to one-tenth of the new share capital after each increase;
- completing all necessary formalities for admission to trading on a regulated market, in France or abroad, of the rights, shares or securities issued, and recording all capital increases resulting from any issue carried out under this delegation and ensuring financial services for related securities and the exercise of corresponding rights; and
- in general, taking all necessary steps, entering into any agreements, applying for any authorisations, completing all formalities and doing all that is necessary in order to successfully implement all considered issuances or postpone them, and in particular recording capital increase(s) resulting from any issuance carried out pursuant to this delegation, and amending the Company's Articles of Association in accordance.

**Twenty-seventh resolution** (*Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of the Company and companies in the Corivio Group that are members of a company savings plan, with waiver of shareholders' preferential subscription right*). – The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in order to enable a capital increase to take place, reserved for employees participating to a company or group savings plan at a level that remains consistent with the amount of the share capital, and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138 *et seq.* of the French Commercial Code, and L. 3331-1 *et seq.* of the French Labour Code:

- terminates, effective immediately, for the unused portion, the delegation granted by the Combined General Meeting of 20 April 2023;
- delegates to the Board of Directors, with a right of sub-delegation, the authority to decide, on one or more occasions, in the proportions and at the times it deems appropriate, for twenty-six (26) months as from this General Meeting, the issuance of shares and/or securities convertible into equity, up to a maximum par value of five hundred thousand euros (€500,000) reserved for participants in a company or Group savings plan provided by the Company and by the companies and economic interest groups associated with the Company, under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code. This amount is set independently and separately from the caps

on share capital increases as a result of share and/or securities issues authorised by Resolutions 20, 22 to 26;

- resolves to cancel, in favour of said participants, the preferential right of shareholders to subscribe for shares and/or securities convertible into equity issued pursuant to this delegation;
- resolves, in accordance with Articles L. 3332-18 to L. 3332-24 of the French Labour Code, that the discount offered may not exceed 30% of the average most recent prices listed for the Company's shares over the twenty trading days prior to the date of the decision setting the subscription opening date, and 40% of the same average when the expected holding period under the plan is ten years or more; however, the General Meeting explicitly authorises the Board of Directors to cancel or reduce the aforementioned discount, if it deems this appropriate, in response, inter alia, to applicable local legal, accounting financial and social security regimes. The Board of Directors may also replace all or part of the discount through the allocation of shares or other securities pursuant to the provisions hereunder; and
- resolves that the Board of Directors may provide for the allocation of Company's free shares or marketable securities convertible into equity, on the understanding that the total benefit resulting from this allocation for the contribution or, where applicable, discount from the subscription price may not exceed the legal and regulatory limits, and the Company's shareholders waive all rights to shares or any securities convertible into equity that may be issued pursuant to this resolution.

The General Meeting grants all powers to the Board of Directors to implement this delegation, with a right of sub-delegation, under the conditions provided for by the legal and regulatory provisions, specifically for the purposes of:

- determining, within the above-mentioned limits, the features, amounts and terms for any issue;
- determining that the issues or allocations may be made directly to the beneficiaries or through an intermediate collective body;
- implementing the capital increases resulting from this delegation, up to the cap set above;
- setting the subscription price of the shares in cash pursuant to legal provisions;
- providing, as needed, for the establishment of a Group savings plan or the modification of existing plans;
- determining the list of the companies whose employees will be the beneficiaries of the issues implemented under this delegation, setting the period for payment of the shares and, as applicable, the seniority required for employees to participate in the transaction, within the legal limits;
- making all adjustments in order to take into account the impact of transactions on the Company's share capital, particularly in the case of a change in the par value of the share, of capital increase through capitalisation of reserves, of free allocation of shares, of stock split or reverse split, of distribution of reserves or any other assets, of amortisation of capital, or of any other transaction involving shareholders' equity;
- as required, charging the fees incurred by the share capital increases to the amount of the related premiums and to deduct from these amounts the necessary amounts corresponding to 10% of the nominal value of each issue in order to maintain the legal reserve after each increase;
- undertaking any formalities necessary for the listing for trading on a regulated market in France or abroad of the rights, shares or securities issued, and ensuring the financial services of the securities issued under this delegation and the exercise of the corresponding rights;
- performing, either on its own or through an agent, all acts and formalities to make definitive any capital increases that may be carried out as authorised under this resolution; and
- amending the Articles of Association accordingly and, in general, doing whatever is necessary.

**Twenty-eighth resolution** (*Amendment of Article 3 (Purpose) of the Company's Articles of Association*). – The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the Board of Directors' report: resolves to amend Article 3 of the Articles of Association in order to include the Company's "*raison d'être*" (purpose) to its object and purpose and in order to extend the activity carried out on an ancillary basis to insurance brokerage, exclusively for companies within the Covivio Group.

Consequently, Article 3 of the Articles of Association is henceforth drafted as follows:

*"Article 3. - Object and purpose*

*3.1 The Company's object, both in France and abroad, on its own behalf or in joint ventures with third parties, is as follows:*

*- Primarily :*

- *the acquisition of any land, property rights or buildings, by way of purchase, exchange, contribution in kind or otherwise, including by way of construction lease, long lease, authorisation for temporary occupation of the public domain and financial lease, as well as any property and rights which may constitute an accessory or annex to the said properties,*
- *the construction of buildings and all operations directly or indirectly related to the construction of these buildings,*
- *the development of these properties by means of leasing,*
- *directly or indirectly, the holding of interests in entities referred to in Article 8 and paragraphs 1, 2 and 3 of Article 206 of the General Tax Code, and more generally the acquisition of interests by way of contribution, subscription, purchase or exchange of securities or corporate rights or otherwise, in any companies whose main purpose is the operation of rental property assets, as well as the promotion, management and assistance of such entities and companies.*

*- On an ancillary basis, directly or indirectly:*

- *the leasing of any property,*
- *the acquisition, including by way of concession, of authorisation for temporary occupation of the public domain, and the operation of car parks,*
- *the management, administration, negotiation and sale of all property and property rights on behalf of third parties and direct and indirect subsidiaries, allocated to the operating needs of industrial and commercial companies in the sector of rental property in the tertiary sector (offices, businesses, and logistics) and incidentally in the housing sector,*
- *the provision and marketing of new collaborative and intelligent workspace, or more generally workspace, open and/or closed office spaces, lounges, meeting or conference rooms, furnished or equipped business centres, archive premises and car parks,*
- *the acquisition, holding, selling of and commercial property in the tourism, leisure and accommodation sectors in the broadest sense,*
- *exclusively on behalf of all direct and indirect subsidiaries, all insurance and reinsurance intermediation activities relating to the placement and management of insurance contracts of all kinds, litigation, in particular as an insurance agent and insurance broker, as well as reinsurance, and all services relating to advice, prevention, risk assessment and assistance in the field of insurance and reinsurance,*
- *the promotion, management, and assistance of all direct and indirect subsidiaries.*

*- Exceptionally, to dispose of the Company's assets, in particular via sale, contribution, exchange or merger,*

*- And more generally :*

- *to participate as borrower and lender in any intra-group loan or treasury operation, and to grant, for this purpose, any real or personal, movable or immovable, mortgage or other guarantees,*

- *and any civil, financial, commercial, industrial, movable and immovable property operations deemed useful for the development of one of the aforementioned purposes of the Company.*

*3.2 The Company's purpose is to "build well-being and lasting relations". The Company also intends to generate a positive and significant social, societal, and environmental impact through its activities.*

*As part of this approach, the Board of Directors and Executive Management have committed to take into consideration (i) the social, societal and environmental impact of their decisions on all Company's stakeholders, and (ii) the impact of their decisions on the environment. ”*

**Twenty-ninth resolution** (*Powers for formal recording requirements*). – The General Meeting, ruling under the conditions of quorum and majority required by law, grants complete authority to the bearer of an original, a copy or an extract of these minutes recording its resolutions, to fulfil all legal or administrative requirements and to undertake any filings or notifications required by applicable law.



## **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 Articles L. 225-106 and L. 22-10-39 of the French Commercial Code or vote by correspondence.

Pursuant to the provisions of Article R. 22-10-28 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 Monday 15 April 2024), or in the accounts of registered securities held for the Company by its representative, Société Générale 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 letter, 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 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 Monday 15 April 2024).

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

Shareholders can choose one of the following options to attend the general shareholders' meeting:

- attend physically the general meeting after requesting an admission letter;
- vote by correspondence;
- grant proxy to the President of the general assembly;
- grant proxy to any natural or legal person of their choice.

In order to facilitate the attendance to the general meeting, Covivio makes a secure online voting platform available for its shareholders prior to the general meeting. This platform called VOTACCESS allows each shareholder to choose, prior to the general assembly and under the conditions defined below, to attend the general meeting through telecommunication means.

It is up to the bearer shareholders to enquire whether their account-holding establishments are connected to VOTACCESS website or not, and, when appropriate, whether the access is subject to special conditions or not. If the account-holding establishments is not connected to VOTACCESS website or subjects the access to special conditions, it informs the bearer shareholder how to proceed.

VOTACCESS website will be open from Wednesday 27 March 2024 at 9 a.m. until Tuesday 16 April 2024 at 3 p.m. (Paris time). Nevertheless, it is recommended that the shareholders promptly submit their instructions.

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 letter or certificate of attendance:

- may thereafter not opt for a different manner of attendance to the general 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 general shareholders' meeting, i.e. Monday 15 April 2024 at midnight, Paris time, 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 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 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.

It is noted that if a shareholder does not name a representative in the proxy form, the President of the general meeting shall vote in favour of the adoption of the draft resolutions submitted or recommended by the Board of Directors, and against any other draft resolution.

#### **A. Attendance in person to the general meeting**

Shareholders wishing to attend the general shareholders' meeting in person may request an admission letter under the following conditions. Under no circumstances should admission letters be sent directly to the Company. On the meeting day, each shareholder will have to prove their identity for registration process.

##### 1. Request for admission letter by post:

**Registered shareholders:** it is their responsibility to make sure that its request for an admission letter reach Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, by returning the proxy voting forms or by returning a duly completed and signed power of attorney through the pre-paid envelope attached to the call notice sent by post, unless they have requested to be convened by electronic means, 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:** it is their responsibility to ask the qualified intermediary assuring the management of their securities account for an admission letter to be sent to him by Société Général Securities Services. Any shareholder who has not received his admission letter on the second working day before the date of the general shareholders' meeting (i.e. Monday 15 April 2024 at midnight, 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.

Only admission letter requests received by Société Générale Securities Services before Friday 12 April 2024 shall be proceeded.

2. Request for admission letter by electronic means:

**Registered shareholders:** Shareholders should request their letter on VOTACCESS website through Sharinbox website ([www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com)) from Wednesday 27 March 2024 at 9 a.m. until Tuesday 16 April 2024 at 3 p.m.

Pure registered shareholders should connect to Sharinbox with their username.

The administrated registered shareholders will receive letters from Société Générale Securities Services by post listing their username and password which will allow them to access Sharinbox.

If shareholders no longer have their username and/or password, they should click on “Forgot your login id” or “Forgot your password” and follow the instructions, or should contact a customer adviser from the Customer Relation Centre Nomilia by telephone number +33 (0) 2 51 85 67 89, from Monday to Friday, from 9 a.m. to 6 p.m. (Paris time) to be guided through the process.

After connecting, the registered shareholders should follow the indications given on the screen in order to access VOTACCESS and request the admission letter.

**Bearer shareholders:** Only shareholders whose account-holding establishment has adhered to VOTACCESS are able to request their admission letter online. 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 request its admission letter.

**B. Vote by correspondence or by power of attorney**

1. Vote by correspondence or by power of attorney by post:

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

**Registered shareholders:** return to Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, the single form for vote by correspondence or by power of attorney, duly completed and signed through the pre-paid envelope attached to the call notice sent by post, unless they have requested to be convened by electronic means.

**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. 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: Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

In order to be taken into account, single forms for voting by correspondence or by proxy must be sent by post, and in all cases, be received by Société Générale Securities Services at least three calendar days before the date of the general shareholders' meeting, i.e. Sunday 14 April 2024.

Shareholders can dismiss their representative, provided that this revocation is made in writing under the same form conditions as the ones applicable for the designation, those conditions are detailed above. Revocation notices sent by post must be received by Société Générale Securities Services at least three calendar days before the date of the general shareholders' meeting, i.e. Sunday 14 April 2024.

Under no circumstances should admission letters be sent directly to the Company.



2. Vote by correspondence or by proxy by electronic mean:

From Wednesday 27 March 2024 at 9 a.m. to Tuesday 16 April 2024 at 3 p.m. (Paris time), shareholders can also send their voting instructions, 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 Sharinbox website: [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com).

Directly registered shareholders should log into the Sharinbox website using their username and password.

Registered shareholders under administration will receive by post a letter from Société Générale Securities Services listing their username which will allow them to access Sharinbox.

If shareholders no longer have their username and/or password, they can click on “Forgot your username” or “Forgot your password” and follow the instructions given on the screen, or should contact a customer adviser from the Customer Relation Centre Nomilia by telephone number +33 (0) 2 51 85 67 89, from Monday to Friday, from 9 a.m. to 6 p.m. (Paris time), to be guided through the process.

After connecting, 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:** Please note that only bearer shareholders whose account-holding establishment has adhered to the VOTACCESS website can vote or designate or 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 Article R. 22-10-24 of the French Commercial Code, as follows:

- the shareholder shall e-mail: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). This e-mail must contain the following information: name of the company concerned (Covivio), date of the general shareholders' meeting (17 April 2024), name, surname, address and bank details of the principal and the name, surname and, if possible, address of the representative;
- the shareholder must ask his account-holding establishment to send to Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CD 30812, 44308 Nantes Cedex 3 a holding certificate justifying the status of shareholder.

For designations or revocations of mandates expressed electronically to be validly considered, confirmations must be received at the latest three days before the general shareholders' meeting, that is by Sunday 14 April 2024.

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.

### **III. Request for the inclusion of items or draft resolutions on the agenda**

One or more shareholders meeting the conditions set out under Article R. 225-71 of the French Commercial Code or association of shareholders meeting the conditions set out under Article L. 22-10-44 of the French Commercial Code have the opportunity to request the inclusion of items or draft resolutions on the agenda of the general shareholders' meeting. Pursuant to the provisions of Articles R. 225-73 II. and R. 22-10-22 of the French Commercial Code, requests for the inclusion of items or draft resolutions on the agenda must reach the Company at the latest twenty-five days before the date scheduled for the general shareholders' meeting, i.e. Saturday 23 March 2024.

The request for the inclusion of an item on the agenda must be justified. The text of the draft resolutions as well as a brief explanation of the reasons and, where required, information referred to in Article R. 225-71 paragraph 9 of the French Commercial Code, shall be attached to the request for the inclusion of draft resolutions.

Requests must be sent to the Company's registered office (to the attention of the Corporate M&A Legal Department), by letter sent recorded delivery with advice of receipt, along with a certificate of registration on account.

Examination by the general shareholders' meeting of the items and/or draft resolutions is subject to the sending, by the parties making the request, of a new certificate justifying the registration on account of the securities in the same accounts on the second working day prior to the date of the general shareholders' meeting, at midnight, Paris time, i.e. Monday 15 April 2024.

Pursuant to the provisions of Article R. 22-10-23 of the French Commercial Code, the text of draft resolutions submitted by Company shareholders, along with the list of the items added on the agenda, will be published without delay on the Company's website ([www.covivio.eu](http://www.covivio.eu): under "Finance/Investisseurs et actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2024"), where the afore-specified conditions are met.

Pursuant to the provisions of Article L. 2312-77, subparagraph 2 of the French Employment Code, the social and economic council may request the inclusion of draft resolutions on the agenda of the general shareholders' meeting. The request must be sent by the social and economic council represented by one of its members designated for that purpose, to the Company's registered office, in accordance with the conditions laid out under Article R. 2312-32 of the French Employment Code, within ten days of publication from this notice.

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

Pursuant to the provisions of 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 recorded delivery with advice 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 general shareholders' meeting, i.e. Thursday 11 April 2024. 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 general shareholders' meeting or, in compliance with the provisions of 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](http://www.covivio.eu) (under "Finance/Investisseurs et actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2024"). 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.

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

Pursuant to the provisions of 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 general shareholders' meeting, i.e. Monday 15 April 2024 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 the provisions of Article L. 22-10-48 of the French Commercial Code, be deprived of their voting rights for the general shareholders' meeting concerned and for all general shareholders' meeting held until such shares are sold or returned.

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

In accordance with applicable provisions of law and regulations, all documents to be communicated for this general 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 Société Générale Securities Services, Service Assemblée Générale, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

Shareholders may, within the legal deadlines, obtain the documents provided for under Articles L. 225-115, R. 225-81, R. 225-83 and R. 225-90 of the French Commercial Code.

The report by the Board of Directors setting out the explanation of reasons for the draft resolutions included in this notice, along with the summary table of the use of the latest financial authorisations, will be made available to shareholders on the Company's website ([www.covivio.eu](http://www.covivio.eu): under "Finance/Investisseurs et actionnaires/Assemblées générales/Assemblée Générale du 17 avril 2024"), at the same time as this notice.

The documents referred to in Article R. 22-10-23 of the French Commercial Code can be consulted on the Company's website ([www.covivio.eu](http://www.covivio.eu): under "Finance/ Investisseurs et actionnaires/ Assemblées générales/Assemblée Générale du 17 avril 2024"), at the latest twenty-one days before the general shareholders' meeting, i.e. Wednesday 27 March 2024.

This notice will be followed by a call notice including any changes as may be brought to the agenda following requests for the inclusion of draft resolutions introduced by shareholders and/or the social and economic council.

The Board of Directors