

**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

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**NOTICE OF CALL**

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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:

**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.

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The notice of call mentioned in articles R. 225-73 I. and R. 22-10-22 of the French Commercial Code including the text of the draft resolutions submitted to this Shareholders' Meeting has been published in the "*Bulletin des annonces légales obligatoires*" (BALO) on the 6 March 2024, Bulletin n°29, under the number 2400401. The text of the draft resolutions published in the above-mentioned notice of call remains unchanged.

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#### **I. Preliminary formalities in order to attend the 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 Générale 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 should log into the Sharinbox website using the access code that was sent to them by Société Générale Securities Services prior to the start of the voting process.

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).

Pure registered shareholders should connect to Sharinbox with their username.

The administrated registered shareholders should log into the Sharinbox website using the access code that was sent to them by Société Générale Securities Services prior to the start of the voting process.

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. 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.

### **IV. 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.

#### **V. 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.

The documents referred to in Article R. 22-10-23 of the French Commercial Code have been published as from Thursday 21 March 2024 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").

The Board of Directors