



**CPI PROPERTY GROUP**

*Société Anonyme*  
40, rue de la Vallée  
L-2661 Luxembourg  
R.C.S. LUXEMBOURG B 102254  
(THE "COMPANY")

**DRAFT RESOLUTIONS PROPOSED TO  
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY  
TO BE HELD ON 29 AUGUST 2024**

Dear Shareholders,

Please find below the draft resolutions that will be proposed to the shareholders at the extraordinary general meeting of the shareholders of the Company (the "**Meeting**") to be held in front of a Luxembourg notary public at the registered office of the Company, 40, rue de la Vallée, L-2661 Luxembourg, on **29 August 2024 at 9:30 CEST**, to discuss and to vote on the agenda (the "**Agenda**") indicated below.

The Agenda of the Meeting is the following:

**AGENDA**

- 1. Decision to decrease the corporate capital of the Company from its present amount of EUR 861,952,279.10 to EUR 86,195,227.91 without cancellation of shares, by decreasing the par value of the existing shares from ten eurocents (EUR 0.10) to one eurocent (EUR 0.01) per share with allocation of the reduction proceeds to a reserve (which is available for distribution following the fulfilment of the conditions set out in Article 450-5 of the LCA). The purpose of this capital decrease is to adapt the share capital and the par value of the shares of the Company to the prevailing market situation and potential group simplification measures.**
- 2. Subject to approval of agenda item 1, decision to amend the articles of association of the Company to reflect the changes necessary following the approval of agenda item 1 (including, for the avoidance of doubt, the first paragraph of articles 5.1 and 5.2. of the articles of association of the Company).**

**PROPOSED RESOLUTIONS**

- 1. Decision to decrease the corporate capital of the Company from its present amount of EUR 861,952,279.10 to EUR 86,195,227.91 without cancellation of shares, by decreasing the par value of the existing shares from ten eurocents (EUR 0.10) to one eurocent (EUR 0.01) per share with allocation of the reduction proceeds to a reserve (which is available for distribution following the fulfilment of the conditions set out in Article 450-5 of the LCA). The purpose of this capital decrease is to adapt the share capital and the par value of the shares of the Company to the prevailing market situation and potential group simplification measures.**



**Proposed resolution:**

*The Meeting resolves to decrease the corporate capital of the Company from its present amount of EUR 861,952,279.10 to EUR 86,195,227.91 without cancellation of shares, by decreasing the par value of the existing shares from ten eurocents (EUR 0.10) to one eurocent (EUR 0.01) per share with allocation of the reduction proceeds to a reserve (which is available for distribution following the fulfilment of the conditions set out in Article 450-5 of the LCA).*

2. **Subject to approval of agenda item 1, decision to amend the articles of association of the Company to reflect the changes necessary following the approval of agenda item 1 (including, for the avoidance of doubt, the first paragraph of articles 5.1 and 5.2. of the articles of association of the Company).**

**Proposed resolution:**

*The Meeting resolves to amend (i) the first paragraph of article 5.1 and (ii) the first paragraph of article 5.2 of the articles of association of the Company, which shall henceforth read as follows:*

**“ARTICLE 5:**

**5.1. Issued Share Capital:**

*The corporate capital is fixed at eighty-six million one hundred ninety-five thousand two-hundred twenty-seven Euros and ninety-one cents (EUR 86,195,227.91), represented by eight billion six hundred nineteen million five hundred twenty-two thousand seven hundred ninety-one (8,619,522,791) ordinary shares having a par value of one eurocent (EUR 0.01) each (the “shares”).*

*[...]*

**5.2. Authorised capital:**

*In addition to the issued and subscribed corporate capital of eighty-six million one hundred ninety-five thousand two-hundred twenty-seven Euros and ninety-one cents (EUR 86,195,227.91), the Company also has an authorised, but unissued and unsubscribed share capital set at three billion eight-hundred eighty-five million seven hundred fourteen thousand two hundred eighty-five Euros and seventy cents (EUR 3,885,714,285.70) consisting of up to thirty-eight billion eight hundred fifty-seven million one hundred forty-two thousand eight hundred fifty-seven (38,857,142,857) new ordinary shares in addition to the shares currently outstanding (the “Authorised Capital”).*

*[...]”*