



**CPI PROPERTY GROUP**

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

**CONVENING NOTICE  
OF THE COMPANY'S ANNUAL GENERAL MEETING  
TO BE HELD ON 29 MAY 2019**

Dear Shareholders,

You are invited to attend the annual general meeting of the shareholders of the Company (the "**Meeting**") to be held at the registered office of the Company at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg, on **29 May 2019 at 10:00 CET**, to discuss and to vote on the agenda indicated below.

The Meeting is convened in accordance with article 450-8 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "**LCA**") and article 3 of the law dated 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, with the following points on the agenda:

**AGENDA**

1. Presentation of the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*) of the Company on the statutory annual accounts and on the consolidated annual accounts of the Company for the financial year ended 31 December 2018.
2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2018.
3. Presentation and approval of the consolidated annual accounts for the financial year ended 31 December 2018.
4. Allocation of the financial results in relation to the financial year ended 31 December 2018.
5. Discharge to be granted to the members of the Board of Directors in respect of the performance of their duties during the financial year ended 31 December 2018.
6. Discharge to be granted to the approved auditor (*réviseur d'entreprises agréé*) in respect of the performance of its duties during the financial year ended 31 December 2018.
7. Decision to appoint with immediate effect Mr. Edward Hughes to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
8. Decision to appoint with immediate effect Mr. Philippe Magistretti to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
9. Decision to appoint with immediate effect Mr. Martin Nemecek to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.



10. Decision to appoint with immediate effect Mr. Tomas Salajka to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
11. Decision to appoint with immediate effect Mr. Oliver Schlink to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
12. Decision to appoint with immediate effect Mr. Radovan Vitek to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
13. Decision to appoint with immediate effect Mrs. Marie Vitek to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
14. Decision to appoint with immediate effect Mr. Omar Sattar to the Board of Directors of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
15. Subject to approval of item 9 of the agenda, decision to appoint Mr. Martin Nemecek as the Managing Director (*administrateur délégué*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
16. Decision to appoint with immediate effect KPMG Luxembourg *Société coopérative* as the approved auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting of the shareholders of the Company to be held in 2020 concerning the approval of the annual accounts of the Company for the financial year ending on 31 December 2019.
17. Decision to modify, renew and replace the existing share buy-back programme of the Company enabling the redemption of Company's own shares.
18. Decision to use EUR 318,709,249 from the share premium of the Company to offset the corresponding portion of losses carried forward.

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#### **ATTENDING THE MEETING**

**In order to attend the Meeting, shareholders must provide the Company with the following three items as explained in greater detail below: (i) Record Date Confirmation, (ii) Attendance and Proxy Form, and (iii) Proof of Shareholding.**

**Record Date Confirmation:** This document shall be provided to the Company by a shareholder at the latest by 23:59 CET on the Record Date. **The Record Date is 15 May 2019** (the "Record Date", i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company's website at [www.cpipg.com](http://www.cpipg.com).



The Record Date Confirmation must be sent to the Company by post or electronic means so that it is received by the Company at the latest by 23:59 CET **on the Record Date, i.e. 15 May 2019**, to:

**CPI PROPERTY GROUP**  
**40, rue de la Vallée, L-2661 Luxembourg**  
**Fax: + 352 26 47 67 67**  
**email: [generalmeetings@cpipg.com](mailto:generalmeetings@cpipg.com)**

**Attendance and Proxy form:** A template form is available on the Company's website at [www.cpipg.com](http://www.cpipg.com) and is to be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

**Proof of Shareholding:** This document must indicate the shareholder's name and the number of Company shares held at 23:59 CET on the Record Date. The Proof of Shareholding shall be issued by the bank, the professional securities' depository or the financial institution where the shares are on deposit. Please note that Proof of Shareholding is not necessary for those shareholders whose shares are still recorded as registered shares in the Company's shareholders register.

Shareholders wishing to attend the Meeting must send the Attendance and Proxy form together with the relevant Proof of Shareholding by post or electronic means so that they are received by the Company at the latest by noon (12:00 noon CET) on **24 May 2019**, to:

**CPI PROPERTY GROUP**  
**40, rue de la Vallée, L-2661 Luxembourg**  
**Fax: + 352 26 47 67 67**  
**email: [generalmeetings@cpipg.com](mailto:generalmeetings@cpipg.com)**

**Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation, Attendance and Proxy form, and Proof of Shareholding shall have the right to participate and vote in the Meeting.**

**Documentation and information:** The following documents and information are available for the shareholders on our website: [www.cpipg.com](http://www.cpipg.com):

- the present convening notice;
- the total number of shares and the voting rights in the Company as at the date of this convening notice;
- the documents to be submitted to the Meeting (in particular the reports of the Board of Directors and of the approved auditor (*réviseur d'entreprises agréé*), the statutory annual accounts for the financial year ended 31 December 2018 and the consolidated annual accounts for the financial year ended 31 December 2018);
- the draft resolutions of the Meeting. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them;
- the terms of the new share buy-back programme of the Company to be presented to the Meeting for approval;
- the Record Date Confirmation form; and
- the Attendance and Proxy form.

The above documents may also be obtained by shareholders upon written request sent to the following postal address: CPI PROPERTY GROUP, 40, rue de la Vallée, L-2661 Luxembourg.

For further information, visit our website: [www.cpipg.com](http://www.cpipg.com).



**Quorum Requirement:** The Meeting shall validly deliberate regardless of the corporate capital present or represented. Resolutions, in order to be adopted, must be carried by a majority of the votes cast. Votes cast shall not include votes attaching to shares in which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

**Right to add new items on the agenda:** One or more shareholders together representing at least five per cent of the share capital has the right to (i) put one or more items on the agenda of the Meeting and (ii) table draft resolutions for items included or to be included on the agenda of the Meeting.

Such requests must:

- be in writing and sent to the Company by post (at the following address: CPI PROPERTY GROUP, 40, rue de la Vallée, L-2661 Luxembourg) or electronic means (at the following email address: [generalmeetings@cpipg.com](mailto:generalmeetings@cpipg.com)) and be accompanied by a justification or draft resolution to be adopted in the Meeting;
- include the postal or electronic address at which the Company may acknowledge receipt of the requests;
- be received by the Company at least **twenty two (22) days** before the date of the Meeting, i.e. **7 May 2019**.

The Company shall acknowledge receipt of requests referred to above within (forty-eight) 48 hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15th) day before the date of the Meeting.

For further information, visit our website: [www.cpipg.com](http://www.cpipg.com).

If you need further assistance or information, please contact: CPI PROPERTY GROUP, 40, rue de la Vallée, L-2661 Luxembourg, Tel: + 352 26 47 67 58; Fax: + 352 26 47 67 67; email: [generalmeetings@cpipg.com](mailto:generalmeetings@cpipg.com).

Luxembourg, 26 April 2019

Yours faithfully,

**The Board of Directors of the Company**