

**AGENDA INCLUDING PROPOSED RESOLUTION AND REASONING**  
(dated 14 April 2022 as amended on 3 May 2022)

We, CPI PROPERTY GROUP S.A., with corporate seat in Luxembourg and business address at 40, rue de la Vallée, L-2661 Luxembourg, registered with Luxembourg Register of Commerce and Companies under number B102254, request the following agenda item pursuant to § 109 para 1 of the Austrian Stock Corporation Act (*AktG*)

**Agenda item 1:**  
**Resolution on an amendment to the Articles of Association in Section 13**

and hereby move that the shareholders' meeting shall pass the following:

**RESOLUTION**

*"§ 13 para 3 of the Articles of Association of the Company shall be deleted without replacement.*

*The Management Board is obliged to file the amendment of the Articles of Association for registration with the Austrian commercial register pursuant to § 148 para 1 AktG without delay after effectiveness of the resolution to enable CPI PROPERTY GROUP S.A. to make a mandatory offer pursuant to § 22 ÜbG at the announced offer price of EUR 23.50 per share (cum dividend).*

*The effectiveness of the above resolution is subject to the condition precedent that for Austria, Germany, Hungary, Romania, Serbia and Slovakia:*

- 1. the respective national competition authority has cleared the acquisition of sole control over the Company by CPI PROPERTY GROUP S.A. (the "**Transaction**");*
- 2. the statutory waiting period has expired with the result that the Transaction is deemed to be cleared;*
- 3. the respective competition authority has declared that it is not competent for conducting a review of the Transaction;*
- 4. the respective competition authority has exempted, in whole or in part, the Transaction from the stand still obligation; or*
- 5. it turns out on the basis of the relevant turnover of the Company that there is no obligation to notify under merger control laws in the respective jurisdiction.*

*If the above condition precedent has not been fulfilled on or before 30 September 2022, no application for registration of the above resolution pursuant to § 148 (1) AktG shall be made."*

The shareholder CPI PROPERTY GROUP S.A. undertakes to provide evidence to the Company (for the attention of the Management Board) of the occurrence of the above condition precedent without undue delay upon becoming aware thereof.

## REASONING

We are convinced that the voting cap provided for in § 13 para 3 of the Company's Articles of Association is contrary to a positive (value) development of the Company and thus to the interests of all shareholders. We therefore propose that the voting cap be abolished without replacement and that the Articles of Association of the Company be amended accordingly.

If the voting cap is abolished, CPI PROPERTY GROUP S.A. (directly and indirectly via IMMOFINANZ AG, which it controls) will acquire a controlling interest in the Company. Due to mandatory merger control laws, the proposed amendment of the Articles of Association therefore requires the prior merger control clearance of the competent competition authorities in Austria, Germany, Hungary, Romania, Serbia and Slovakia. Subsequently, the amendment of the Articles of Association shall be filed for registration with the Austrian commercial register without delay.

Upon registration of the amendment of the Articles of Association with the Austrian commercial register, CPI PROPERTY GROUP S.A. will also acquire a controlling interest in the Company within the meaning of § 22 of the Austrian Takeover Act (*Übernahmegesetz, ÜbG*) which conveys a dominating influence.

We therefore intend to file a mandatory public takeover offer for all outstanding shares of the Company without undue delay (but in any case within 20 trading days) from the date of registration of the amendment of the Articles of Association with the Austrian commercial register pursuant to § 22 para 1 ÜbG in conjunction with § 10 para 1 ÜbG with the Austrian Takeover Commission. We have obtained an opinion from the Austrian Takeover Commission that the blocking period pursuant to § 21 ÜbG is not triggered by the present request for convocation and our announcement pursuant to § 5 ÜbG of even date.

CPI PROPERTY GROUP S.A.