

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN FINANCIAL, LEGAL, ACCOUNTING OR TAX ADVISERS.**

**21 June 2023**



**Covivio Hotels**

*A société en commandite par actions* established under the laws of the Republic of France having a share capital of €592,565,808 with its registered office at  
30, avenue Kléber, 75116 Paris, France  
955 515 895 RCS Paris

## **CONVENING NOTICE TO THE MEETING OF THE HOLDERS OF THE FOLLOWING NOTES**

€599,000,000 (of which €599,000,000 are outstanding) 1.000 per cent. Notes  
due 27 July 2029 issued in two tranches on 27 July 2021 and 29 October 2021  
ISIN: FR0014004Q15 – Common Code: 236857123  
(the **Notes**)

issued by Covivio Hotels  
(the **Company** or **Covivio Hotels**)

NOTICE IS HEREBY GIVEN that, pursuant to Condition 9 of the terms and conditions of the Notes described in the prospectus dated 20 September 2018 (the **Terms and Conditions**), the Manager (*Gérant commandité*) of the Company has decided to convene the holders of the Notes (the **Noteholders**) to a general meeting at 30, avenue Kléber, 75116 Paris, France, on 7 July 2023 at 14:45 (Paris time) on first convocation (and, if no quorum is reached, on 13 July 2023 on second convocation, the time of which will be communicated subsequently by the Company to the Noteholders) (each, a **General Meeting**, and together, the **General Meetings**).

### **1. Introduction and background**

Covivio Hotels, a 43.9%-owned subsidiary of Covivio, is a listed property investment company and leading hotel real-estate player in Europe. Its activity involves the acquisition, management, enhancement and in some limited cases, the development of new hotel properties.

It owns a high-quality hotel portfolio of 316 hotels worth €6.7 billion (€6.0 billion in Group Share), focused on large European cities and let or operated by 16 major hotel operators (e.g. Accor, B&B, IHG, NH Hotels) with long-term leases. This portfolio offers geographic and tenant diversification across 12 European countries.

As a leading and responsible hotel real estate player, Covivio Hotels places environmental concerns at the heart of its business model and ensures an environmental responsibility throughout the whole lifecycle of its hotel buildings. It has developed an ambitious sustainability strategy, that it intends to highlight through its

newly established Green Financing Framework (the “**Framework**”) which will be a pioneering one for the European Hotel Real Estate sector.

Covivio Hotels’ Sustainability Strategy fits into Covivio’s well established sustainability approach, which has been at the core of Covivio’s DNA for more than 10 years and is regularly praised by non-financial rating agencies. Built from Covivio’s *Purpose* expressed in 2019 (i.e. “Build Sustainable relationship and well-being”), the group’s Corporate Social Responsibility (“CSR”) strategy is structured into 4 axes: sustainable buildings, societal, social and governance axes. Each of the pillars of Covivio’s CSR strategy aims to address the main challenges for the real estate sector, and applies for all of Covivio’s business activities: Office, Residential, and Hotels. Its implementation for Covivio Hotels is ensured by a dedicated team, the ESG department of Covivio, in coordination with Covivio Hotels’ team.

To reinforce this strategy, align its financing policy with its ESG ambitions and support its CSR objectives, Covivio Hotels has decided to requalify the Notes as “green bonds”, by allocating, as from the date of adoption of the Resolution (as defined below) by the General Meeting, an amount equivalent to the net proceeds of the Notes to finance and/or refinance in whole or in part, an Eligible Green Portfolio (“**Eligible Green Portfolio**”), that comprises Eligible Green Assets and Capital Expenditures, all as defined and as they meet the eligibility criteria described in Covivio Hotels’ Framework (the **Allocation of an Amount Equivalent to the Proceeds**).

In this context, and in accordance with the provisions of Article L.228-65, I of the French *Code de commerce*, Covivio Hotels’ Manager has decided to convene the Noteholders to the General Meeting in order to deliberate and vote on the Resolution (as defined below).

It is specified that the approval of the Allocation of an Amount Equivalent to the Proceeds will not result in any amendment to the Terms and Conditions of the Notes set out in the prospectus dated 27 July 2021.

Unless the context otherwise requires, capitalized terms used in this notice shall have the same meaning ascribed to them in the Terms and Conditions.

## **2. Agenda of the General Meeting**

The General Meeting is convened in order to deliberate on the following agenda and, if thought fit, to approve the following resolution (the **Resolution**).

The Manager (*Gérant commandité*) of the Company has agreed that the following agenda shall be presented for approval at the General Meeting:

- Approval of the Allocation of an Amount Equivalent to the Proceeds, with effect from the date of the Resolution by the General Meeting;
- Filing at Covivio Hotels’ registered office of the attendance sheet, the relevant powers of represented Noteholders set out in the Participation Form and the minutes of the General Meeting; and
- Powers for the completion of formalities.

### 3. Timetable of the General Meeting

Please note the following important dates relating to the General Meeting:

<b>Times and dates</b>	<b>Events</b>
20 June 2023	Decision of the Manager of Covivio Hotels convening the General Meeting of Noteholders
21 June 2023	Announcement of the Consent Solicitation and publication of the Convening Notice to the Noteholders relating to the First General Meeting
4 July 2023, 23:59 (Paris time)	Deadline for the reception by the Centralizing Agent of Participation Forms in view of the First General Meeting
5 July 2023, 00:01 (Paris time)	Date and time required for book entry statement evidencing the right of each Noteholder to participate in the First General Meeting
7 July 2023, 14:45 (Paris time)	First General Meeting
As soon as possible after the holding of the First General Meeting	Announcement and publication of results or, if no quorum is met at the First General Meeting, publication of the Convening Notice to the Noteholders relating to the Adjourned General Meeting
10 July 2023, 23:59 (Paris time)	Deadline for the reception by the Centralizing Agent of Participation Forms in view of the Adjourned General Meeting
11 July 2023, 00:01 (Paris time)	Date and time required for book entry statement evidencing the right of each Noteholder to participate in the Adjourned General Meeting
13 July 2023	Adjourned General Meeting (if applicable) (the time of which will be communicated subsequently by the Company to the Noteholders as soon as possible after the holding of the First General Meeting)
As soon as possible after the holding of the Adjourned General Meeting	Announcement of the final results of the Adjourned General Meeting

#### 4. Resolution proposed to the Noteholders

THE TEXT OF THE RESOLUTION is as follows:

The General Meeting of Noteholders,

1. in accordance with Article L. 228-65, I of the French *Code de commerce*, (i) agrees that an amount equivalent to the net proceeds of the Notes shall, from the date of approval of the Resolution by the General Meeting, be allocated by the Company to finance and/or refinance in whole or in part, an Eligible Green Portfolio (“**Eligible Green Portfolio**”), that comprises Eligible Green Assets and Capital Expenditures, all as defined and in accordance with the eligibility criteria described in the Company’s Framework, as amended, supplemented and/or replaced from time to time (the **Allocation of an Amount Equivalent to the Proceeds**), (ii) unconditionally approves the Allocation of an Amount Equivalent to the Proceeds in all its terms, and (iii) acknowledges that the approval of the Allocation of an Amount Equivalent to the Proceeds will not result in any amendment to the Terms and Conditions governing the Notes (*Approval of the Allocation of an Amount Equivalent to the Proceeds*).
2. in accordance with article R.228-74 1 of the French Code de commerce, decides that the attendance sheet, the powers of the represented holders of the Notes set out in the Participation Forms and the minutes of the General Meeting will be deposited at the registered office of the Company, in order to allow each Noteholder involved to exercise the right of communication granted to it by law (*Filing at Covivio Hotels’ registered office of the attendance sheet, the relevant powers of represented Noteholders set out in the Participation Form and the minutes of the General Meeting*).
3. grants, in view of the foregoing, all powers to the bearers of an original, a copy or an extract of the minutes of the General Meeting, for the purpose of carrying out all publicity formalities, in particular the publication of the decisions of the General Meeting, of filings and other formalities that may be necessary for the purposes of the Allocation of an Amount Equivalent to the Proceeds (*Powers for the completion of formalities*).

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This notice is issued on 21 June 2023 by the Company and is published in accordance with the Terms and Conditions of the Notes.

### ***Documents available for inspection***

In accordance with Condition 9 of the Terms and Conditions and articles L.228-69 and R.228-76 of the French *Code de commerce*, each Noteholder or, as the case may be, its representative, has the right, as from the date hereof and during the fifteen (15) calendar days preceding the holding of the First General Meeting or the Adjourned General Meeting, to consult or make a copy of the text of the Resolution which will be proposed and of any report or document which will be presented at the General Meetings.

The following report and documents (together, the **Documents**) are available as from the date of this convening notice for consultation, copy or upon request by filling out the information request form attached to this convening notice (the **Information Request Form**):

- the proposed Resolution (the text of which is reproduced in section 4 of this convening notice);
- Covivio Hotels' Green Financing Framework, available on the Company's website ([\*accessible here\*](#));
- the Second Party Opinion provided by Moody's Investors Service on Covivio Hotels' Green Financing Framework, available on the Company's website ([\*accessible here\*](#));
- the investors' presentation, available on the Company's website ([\*accessible here\*](#));
- the Independent Auditors' Report, available on the Company's website ([\*accessible here\*](#)); and
- this convening notice (including the Information Request Form, Participation Form and the Form of Book Entry Statement (as defined below)).

Copies of the Documents can be obtained from and will be made available for inspection by the Noteholders at:

- the registered office of the Company (30, avenue Kléber, 75116 Paris, France);
- the offices of the Centralizing Agent for the transaction, i.e. UPTEVIA, at the following address: 12 Place des Etats Unis, CS 40083, 92549 Montrouge Cedex France; and
- on the website of the Company (<https://www.covivio-hotels.fr/consent-solicitations-green-bonds-proposal/>).

If any Noteholder has any question, they should feel free to contact, including by phone, the Centralizing Agent for matters regarding the submission of Participation Forms and associated documents, or the Consent Solicitation Agent (*Sole Consent Solicitation Agent, i.e. Crédit Agricole Corporate and Investment Bank – 12 place des Etats-Unis, CS 70052, 92547 Montrouge, France – +33 (01) 41 89 67 87 – Email: [dcm-legal@ca-cib.com](mailto:dcm-legal@ca-cib.com)*) for questions on the consent solicitation itself.

### ***General***

The relevant provisions governing the convening and holding of the General Meeting are set out in the Terms and Conditions.

Noteholders should pay particular attention to the requirements in respect of the quorum for the First General Meeting and the Adjourned General Meeting (if applicable), which are described below. In light of such requirements, Noteholders are strongly urged to take the steps referred to below as soon as possible in order to attend the General Meeting, to vote by correspondence or to be represented by Proxy (as defined below) at the General Meeting.

No consent or participation fee will be payable in connection with this consent solicitation.

This convening notice does not constitute or form part of, or should be construed as, an offer for sale, exchange or subscription of, or a solicitation of any offer to buy, exchange or subscribe for, any securities of the Company or any other entity. The distribution of this convening notice may nonetheless be restricted by law in certain jurisdictions. Persons into whose possession this convening notice comes are required to inform themselves about, and to observe, any such restrictions.

### ***Quorum and Adjournment***

Pursuant to Condition 9.4(a) of the Terms and Conditions, General Meeting may deliberate validly on first convocation only if Noteholders present or represented (including vote by correspondence) hold at least one-fifth (1/5) of the principal amount of the Notes then outstanding. On second convocation, no quorum shall be required.

Decisions at meetings shall be taken by a two-third (2/3) majority of votes held by the Noteholders attending the General Meeting or represented thereat.

Notice of the Adjourned General Meeting for lack of quorum shall be given in the same manner as notice of the First General Meeting.

### ***Voting Procedures***

Each Noteholder, regardless of the number of Notes held by it, has the right to vote in person, by proxy or by correspondence, in accordance with applicable laws and regulations.

In addition, each Noteholder can attend the broadcast of the General Meeting by conference call. If a Noteholder wishes to attend the broadcast of the General Meeting by conference call, it must expressly request this from the Centralizing Agent in order to obtain an access number, it being understood that any Noteholder attending the General Meeting by conference call shall not be able to vote during such conference call but must submit its Participation Form in accordance with the procedures detailed below.

If a Noteholder wishes to participate in the General Meeting in person, it must:

- (a) complete the Participation Form and, in particular, paragraph 2(a) thereof;
- (b) evidence its right to participate in such General Meeting by presenting (i) the admission card obtained from the Centralizing Agent or (ii) in the absence of such admission card, any evidence substantiating the registration of such Noteholder on the books kept by its Account Holder on the Record Date, and
- (c) present a current identity card or a passport, with a power of attorney, if relevant, in order to be allowed access to the General Meeting.

If a Noteholder wishes to vote on the Resolution and the Notes it owns are held by a financial intermediary such as a broker, dealer, commercial bank, trustee, custodian or other nominee, such Noteholder should contact such financial intermediary and instruct it to vote in respect of its Notes on its behalf pursuant to the procedures of that custodian.

If a Noteholder does not wish to participate in person at the General Meeting, it may:

- (i) vote by correspondence: in that case, the Noteholder shall complete the paragraph 2(b) of the Participation Form annexed hereto; or
- (ii) give a proxy to a representative of his choice or the Chairman (as defined below) for the purpose of representing it at the General Meeting: in this case, the Noteholder shall complete paragraph 2(c) of the Participation Form annexed hereto. It is specified that in accordance with the provisions of Article L. 228-62 of the French Code de commerce, please note that the directors of the Company, its statutory auditors, or its employees as well as their ascendants, descendants and spouses, may not be appointed

as a proxy. Additionally, in accordance with the provisions of Article L. 228-63 of the French *Code de commerce*, persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, may not be appointed as a proxy.

Participations Forms will only be taken into account for the calculation of the quorum and for the votes, if such forms: (i) are duly completed and signed, (ii) attach a form of book-entry statement substantially in the form attached hereto (a **Form of Book Entry Statement**) or in such form as is regularly used by the account holder, duly completed and signed by the relevant account holder (a **Valid Book Entry Statement**), and (iii) are received by the Centralizing Agent at least three (3) calendar days before the date of the relevant General Meeting, i.e. for the First General Meeting at the latest on 4 July 2023 at 23:59 (Paris time) (or on 10 July 2023 at 23:59 (Paris time) for the Adjourned General Meeting), such forms being a **Valid Participation Form** if the above listed conditions are met.

An Information Request Form, a Participation Form and a Form of Book Entry Statement are attached hereto. These forms are available upon request from the Centralizing Agent (contact details below). The Noteholders must send the relevant Participation Form fully completed and signed to their Account Holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent by mail or email.

Valid Participation Forms will be valid for the Adjourned General Meeting convened with the same agenda, subject as set out in paragraph entitled "Voting requirements" below. Covivio Hotels has the power to waive or adjourn the General Meeting.

The Information Request Form and the Participation Form are attached to this notice of meeting and are available upon request at the Centralizing Agent:

**UPTEVIA**

Attention to Emilie VERGNES / Jean-Charles BATTAGLIA  
12 Place des Etats Unis,  
CS 40083, 92549 Montrouge Cedex France  
Tel: +33 1.57.78.34.28 / +33 1.57.78.32.67  
Email: [jean-charles.battaglia@uptevia.com](mailto:jean-charles.battaglia@uptevia.com)  
[emilie.vergnes@uptevia.com](mailto:emilie.vergnes@uptevia.com)  
[ld-f-ct-ost-referentiels@uptevia.com](mailto:ld-f-ct-ost-referentiels@uptevia.com)  
[ct-assemblees@uptevia.com](mailto:ct-assemblees@uptevia.com)

and can also be downloaded from the Company's website (<https://www.covivio-hotels.fr/consent-solicitations-green-bonds-proposal/>)

***Voting requirements***

In accordance with article R.228-71 of the French *Code de commerce* and the Condition 9.4 (a) of the Terms and Conditions of the Notes, the rights of each Noteholder to participate in the General Meeting will be evidenced by the entries in the books of the relevant account holder of the name of such Noteholder **as of 00:00 (midnight) (Paris time) on the second (2<sup>nd</sup>) business day in Paris preceding the date set for the General Meeting (i.e., on 5 July 2023 at 00:01 (Paris time) for the First General Meeting or on 11 July 2023 at 00:01 (Paris time) for the Adjourned General Meeting)** (in each case, the **Record Date**).

In accordance with article R. 228-71 of the French *Code de commerce*, a Noteholder having already sent a Participation Form will have the right to sell all or part of its Notes. It is however specified that if such sale is made before the Record Date:

- (i) the relevant Account Holder shall notify such sale to the Centralizing Agent with all necessary information; and

- (ii) the Centralizing Agent shall nullify or modify accordingly such vote as may have been exercised in the Noteholders Participation Form of such Noteholder.

In accordance with Condition 1 of the Terms and Conditions, **Account Holder** means any intermediary institution entitled to hold accounts, directly or indirectly, with Euroclear France, and includes Euroclear Bank SA/NV and the depositary bank for Clearstream Banking, SA.

By submitting a Participation Form, each Noteholder shall be deemed to agree, acknowledge, represent, warrant and undertake, to the Company, the Consent Solicitation Agent and the Centralizing Agent at (i) the time of submission of such Participation Form; (ii) the applicable voting deadline for the General Meeting; and (iii) the time of the General Meeting (and if a Noteholder is unable to make any such agreement or acknowledgement or give any such representation, warranty or undertaking, such Noteholder should contact the Centralizing Agent immediately) that:

- (a) it is not a Sanctions Restricted Person; where a **Sanctions Restricted Person** is a person or entity (A) that is, or is directly or indirectly owned or controlled by a person or entity that is, described or designated in (i) the most current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>) or (ii) the Foreign Sanctions Evaders List (which as of the date hereof can be found at: <http://www.treasury.gov/ofac/downloads/fse/fselist.pdf>) or (iii) the most current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: <https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en>) or (iv) the most current “UK sanctions list” (which as of the date hereof can be found at: <https://www.gov.uk/government/publications/the-uk-sanctions-list>); or (B) that is otherwise the subject of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of their inclusion in: (i) the most current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf>) (the **SSI List**), (ii) Annexes III, IV, V and VI of Council Regulation No. 833/2014, as amended from time to time including (without limitation) by Council Regulation No. 960/2014, Council Regulation (EU) No 1290/2014, Council Regulation (EU) No 2015/1797 and Council Regulation (EU) No 2017/2212 (the **EU Annexes**), (iii) the “Current list of designated persons: Russia” published by the Office of Financial Sanctions Implementation (which as at the date hereof can be found at: <https://www.gov.uk/government/publications/financial-sanctions-ukraine-sovereignty-and-territorial-integrity>) or (iv) any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes. For these purposes **Sanctions Authority** means each of: (i) the United States government; (ii) the United Nations; (iii) the European Union (or any of its member states); (iv) the United Kingdom; (v) any other equivalent governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; and (vi) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty’s Treasury;
- (b) it has undertaken all appropriate analysis of the implications of this consent solicitation without reliance on the Company, the Consent Solicitation Agent, the Centralizing Agent or any of their respective affiliates, directors, employees, officers, agents, consultants or representatives;
- (c) it has consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers to the extent deemed necessary, and has made its own investment decisions based upon its own judgment and upon any advice from such advisers as deemed necessary and not upon any view expressed by the Company, the Consent Solicitation Agent, the Centralizing Agent or any of their respective affiliates, directors, employees, officers, agents, consultants or representatives;
- (d) it has observed the laws of all relevant jurisdictions, obtained all requisite governmental, exchange control or other required consents, complied with all requisite formalities and paid any issue, transfer



or other taxes or requisite payments due from it in each respect in connection with its Participation Form and/or the Resolution in any jurisdiction and that it has not taken or omitted to take any action in breach of the representations or which will or may result in the Company, the Consent Solicitation Agent, the Centralizing Agent or any other person acting in breach of the legal or regulatory requirements of any such jurisdiction in connection with the Resolution;

- (e) it acknowledges that none of the Company, the Consent Solicitation Agent, the Centralizing Agent, or any of their respective affiliates, directors, officers, employees, representatives or agents, has made any recommendation as to whether to vote on the Resolution and it represents that it has made its own decision with regard to the Resolution based on any independent legal, financial, tax or other advice that it has deemed necessary to seek; and
- (f) no information has been provided to it by the Company, the Consent Solicitation Agent, the Centralizing Agent, or any of their respective affiliates, directors, officers, employees, representatives or agents, with regard to the tax consequences for Noteholders arising from the participation in the General Meeting or the implementation of the Resolution, and it acknowledges that it is solely liable for any taxes and similar or related payments imposed on it under the laws of any applicable jurisdiction as a result of its submission of the Participation Form, and agrees that it will not and does not have any right of recourse (whether by way of reimbursement, indemnity or otherwise) against the Company, the Consent Solicitation Agent, the Centralizing Agent, or any of their respective affiliates, directors, officers, employees, representatives or agents, or any other person, in respect of such taxes and payments.

The representation, warranty and undertaking set out in paragraph (a) above shall, other than when such representation, warranty and undertaking is made by a Noteholder at the time of submission of the relevant Participation Form, not apply if and to the extent that it is or would be a breach of any provision of (i) Council Regulation (EC) No 2271/1996, as amended (the **Blocking Regulation**) and/or any law or regulation implementing the Blocking Regulation in any member state of the European Union) or (ii) the Blocking Regulation as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018.

### ***Chairman of the General Meeting***

The chairman of the General Meeting (the **Chairman**) shall be the representative of the *masse* under the Notes i.e. *F&S Financial Services*, as designated in the Terms and Conditions of the Notes.

### ***Expenses***

In accordance with Condition 9.5 of the Terms and Conditions, the Company will pay all expenses relating to the operations of the *Masse*, including all expenses relating to the calling and holding of the General Meetings and, more generally, all administrative expenses resolved upon by the General Meetings, it being expressly stipulated that no expenses may be imputed against interest payable under the Notes.

### ***Attachments***

- Information Request Form
- Participation Form
- Form of Book Entry Statement

## ANNEX

### Risk factors generally applicable to “green bonds”

It should be noted that the definition (legal, regulatory or otherwise) of, and market consensus for a particular project to be defined as, a “green” or equivalently labelled project is still under development and such a clear definition or consensus may not develop over time. On 18 June 2020, Regulation (EU) No. 2020/852 on the establishment of a framework to facilitate sustainable investment was adopted by the Council and the European Parliament (the “**Taxonomy Regulation**”). The Taxonomy Regulation establishes a single EU-wide classification system, or “taxonomy”, which provides companies and investors with a common language for determining which economic activities can be considered environmentally sustainable. The Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021 establishing the technical screening criteria for determining which economic activities can be considered as contributing substantially to climate change mitigation or climate change adaptation and for determining whether that economic activity causes no significant harm to any of the other environmental objectives entered into force on 1 January 2022. However, the Taxonomy Regulation or the Commission Delegated Regulation specified above remain subject to further developments with regard to other specific economic activities. .

As a result, the definition of a “green” project or equivalently labelled project is now set for objectives related to climate change mitigation or adaptation, specifying the criteria required by a particular project to qualify as a “green” project, unless it is related to an economic activity identified in the course of finalisation. However, there is currently no established definition (legal, regulatory or otherwise), and any project included in the Green Financing Framework may not meet the criteria set by the Taxonomy Regulation, or meet any or all investor expectations regarding such "green" or other equivalently-labelled performance objectives or any adverse environmental and/or other impacts may occur in respect of the portfolio or during the implementation of any project relating thereto included in the Green Financing Framework.

While it is the intention of the Company to allocate, as from the date of approval of the Resolution by the General Meetings, an amount equivalent to the proceeds of the Notes in, or substantially in, the manner described in the Resolution, the Eligible Green Portfolio or use(s) the subject of, or related to, the Eligible Green Portfolio may not be capable of being implemented in or substantially in such manner and/or in accordance with any timing schedule that is contemplated in the Company’s Framework. The Eligible Green Portfolio might not be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Company. Any such event will not constitute an “Event of Default” as defined in the Terms and Conditions of the Notes or a default of the Company for any purpose. Additionally, no assurance is given by the Company, the Consent Solicitation Agent or the Centralizing Agent that the use of an amount equivalent to the proceeds of the Notes for the Eligible Green Portfolio will satisfy, whether in whole or in part, any present or future Noteholder expectations or requirements as regards any investment criteria or guidelines with which such Noteholder or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental impact of any projects or uses, the subject of or related to, the Eligible Green Portfolio.

Besides, in the event any Notes are, or are intended to be, listed, or admitted to trading on a dedicated "green", or other equivalently-labelled segment of a stock exchange or securities market, no representation or assurance is given by the Company, the Consent Solicitation Agent or the Centralizing Agent that such listing or admission will be obtained or maintained for the lifetime of the Notes.

The Second Party Opinion provided by Moody’s Investors Service, formerly V.E. to ensure that the Framework follows all principles laid out in the Green Bond Principles is made available for information purposes only. Neither the Company, the Consent Solicitation Agent nor the Centralizing Agent will be, or shall be deemed, liable for any issue in connection with its content. The Second Party Opinion is not a recommendation to buy, sell or hold any bonds and the Noteholders should determine for themselves the relevance of such opinion. Moody’s Investors Service is not subject to any specific regulatory or other regime/oversight.

In addition, investors will not have exhaustive visibility on the assets and projects of the portfolio included in the Green Financing Framework. Any event or failure to allocate an amount equivalent to the proceeds of the Notes for the Eligible Green Portfolio as aforesaid and/or withdrawal of the Second Party Opinion or any opinion or certification given by any third party (whether or not solicited by the Company) or any such opinion or certification attesting that the Company is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying may have a material adverse effect on the value of the Notes and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose and, consequently, Noteholders could be adversely affected.

**Covivio Hotels**

A *société en commandite par actions* established under the laws of the Republic of France having a share capital of €592,565,808 with its registered office at 30, avenue Kléber, 75116 Paris, France, 955 515 895  
RCS Paris

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**INFORMATION REQUEST FORM  
GENERAL MEETING ON 7 JULY 2023 AT 14:45 (PARIS TIME) AT 30, AVENUE KLEBER, 75116  
PARIS, FRANCE  
OF THE HOLDERS OF  
EUR 599,000,000 (OF WHICH €599,000,000 ARE OUTSTANDING) 1.000 PER CENT.  
NOTES DUE 27 JULY 2029 ISSUED ON 27 JULY 2021 AND 29 OCTOBER 2021  
(ISIN: FR0014004QI5 – COMMON CODE: 236857123)  
(the Notes)**

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**FORM TO BE SENT TO:**

**UPTEVIA**

Attention to Emilie VERGNES / Jean-Charles BATTAGLIA  
12 Place des Etats Unis,  
CS 40083, 92549 Montrouge Cedex France  
Tel: +33 1.57.78.34.28 / +33 1.57.78.32.67  
Email: [jean-charles.battaglia@uptevia.com](mailto:jean-charles.battaglia@uptevia.com)  
[emilie.vergnes@uptevia.com](mailto:emilie.vergnes@uptevia.com)  
[ld-f-ct-ost-referentiels@uptevia.com](mailto:ld-f-ct-ost-referentiels@uptevia.com)  
[ct-assemblees@uptevia.com](mailto:ct-assemblees@uptevia.com)

First name and Family name *or* Legal name: .....

Address *or* registered office: .....

E-mail:.....@ .....

Kindly request to receive the documents stated in the paragraph entitled “*Documents available for inspection*” of the convening notice issued by Covivio Hotels in view of the general meeting of the holders of the Notes scheduled for 7 July 2023 at 14:45 (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):

By e-mail                       By mail

By a single request, the holders of the Notes may obtain from the Company the sending of the above documents and information at each subsequent general meeting.

Signed at ..... on .....

Signature

**IMPORTANT NOTICE:** A book entry statement will need to be attached to the present form for the information request to be valid.

## Covivio Hotels

A *société en commandite par actions* established under the laws of the Republic of France having a share capital of €592,565,808 with its registered office at 30, avenue Kléber, 75116 Paris, France, 955 515 895 RCS Paris

**PARTICIPATION FORM**  
**GENERAL MEETING ON 7 JULY 2023 AT 14:45 (PARIS TIME)**  
**AT 30, AVENUE KLEBER, 75116 PARIS, FRANCE**  
**OF THE HOLDERS OF EUR 599,000,000 (OF WHICH €599,000,000 ARE OUTSTANDING) 1.000 PER CENT.**  
**NOTES DUE 27 JULY 2029 ISSUED ON 27 JULY 2021 AND 29 OCTOBER 2021**  
**(ISIN: FR0014004QI5- COMMON CODE: 236857123)**  
**(the Notes)**

**For instructions on how to participate in this General Meeting, please carefully read the back of this form. Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.**  
 Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the convening notice issued by Covivio Hotels in view of this General Meeting.

1/ NOTEHOLDER INFORMATION	
<b>First name and Family name</b> <i>or Legal name</i>	
<b>Address or</b> <b>Registered office</b>	
<b>Number of Notes held</b> <i>(Join a Book Entry Statement)</i>	

2/ PARTICIPATION AT THE GENERAL MEETING <i>(Tick one box)</i>
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a.  **I WISH TO ATTEND** this General Meeting and ask for an admission card.

b.  **I VOTE BY CORRESPONDENCE**  
 Having taken formal note of the Resolution proposed for the vote of the Noteholders at the General Meeting and pursuant to article L. 228-61 of the French *Code de commerce*, I hereby cast my vote on the Resolution as follows:

	For	Against	Abstain <i>(equivalent to « Against »)</i>
Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**This vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.**

c.  **I APPOINT AS PROXY**, without possibility of substitution or sub-delegation

First name and Family name <i>or Legal name</i> <i>or leave blank if you wish to appoint the Chairman</i>	
Address or Registered office <i>or leave blank if you wish to appoint the Chairman</i>	

1. to represent me at the General Meeting or at any adjournment thereof; and  
 2. to review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting's agenda or abstain himself/herself, and to do any and all other acts necessary.  
**The present proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.**

3/ SIGNATURE <i>(Complete and sign)</i>			
<i>Warning: this form must be received by the Centralizing Agent at the latest on 4 July 2023 at 23:59 (Paris time)</i>			
<b>First name and</b> <b>Family name of the signatory</b>		<b>Date</b>	
<b>Quality</b>		<b>Signature</b>	

## HOW TO PARTICIPATE IN THIS GENERAL MEETING

Regardless of the number of Notes you hold, you have the right to vote in person, by proxy or by correspondence, in accordance with applicable laws and regulations.

If you wish to attend the conference call broadcast of the General Meeting, you must specifically request an access number from the Centralizing Agent, it being understood that if you attend the General Meetings by conference call, you shall not be able to vote during such conference call but must submit a Participation Form.

To participate, your Notes must have been entered in your name on a securities account maintained by an account holder on the second (2<sup>nd</sup>) business day in Paris preceding the date of the General Meeting at 00.01 (Paris time).

### RETURN OF THIS FORM

Please return this Participation Form fully completed to your account holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent UPTEVIA:

#### UPTEVIA

Attention to Emilie VERGNES / Jean-Charles BATTAGLIA  
12 Place des Etats Unis,  
CS 40083, 92549 Montrouge Cedex France  
Tel: +33 1.57.78.34.28 / +33 1.57.78.32.67  
Email: [jean-charles.battaglia@uptevia.com](mailto:jean-charles.battaglia@uptevia.com)  
[emilie.vergnes@uptevia.com](mailto:emilie.vergnes@uptevia.com)  
[ld-f-ct-ost-referentiels@uptevia.com](mailto:ld-f-ct-ost-referentiels@uptevia.com)  
[ct-assemblees@uptevia.com](mailto:ct-assemblees@uptevia.com)

**In order to be taken into account for the General Meeting, this form fully completed must be received by the Centralizing Agent UPTEVIA at least three (3) calendar days before the General Meeting, i.e. on 4 July 2023 at 23:59 (Paris Time) at the latest.**

### OPTIONS FOR ATTENDING THE GENERAL MEETING

#### **1/ Attending the General Meeting in person**

You must ask an admission card by ticking the corresponding box on the form in paragraph 2(a).

To access the General Meeting, you must present (i) this admission card or a book entry statement remitted by your authorised intermediary dated 5 July 2023 at 00:01 CET at the latest (and in any case no earlier than fifteen (15) calendar days before the date of the General Meeting) and (ii) a current identity card or a passport. You will not enter the meeting without one of these documents.

#### **2/ Vote by correspondence**

You must complete paragraph 2(b) by ticking (i) the box "I vote by correspondence" of the form and (ii) one of the three boxes "FOR", "AGAINST" or "ABSTAIN" for the Resolution. Forms not indicating any vote or expressing an abstention shall be considered as negative votes.

#### **3/ Appoint a proxy**

You must complete paragraph 2(c) by (i) ticking the box "I appoint as proxy" of the form and (ii) either specify the name of your proxy or leave this box blank, in which case, you shall be deemed to have appointed the Chairman of the General Meeting as your proxy.

The proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

In accordance with the provisions of Article L. 228-62 of the French *Code de commerce*, please note that the directors of the Company, its statutory auditors, or its employees as well as their ascendants, descendants and spouses, may not be appointed as a proxy.

Additionally, in accordance with the provisions of Article L. 228-63 of the French *Code de commerce*, persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, may not be appointed as a proxy.

**IMPORTANT NOTICE:**

**In accordance with the provisions of Article L. 228-61 of the French *Code de commerce*, any ballot that does not have a voting direction or indicating abstention with regards to the Resolution will be counted as a vote against the Resolution.**

**Any ballot with two contradictory votes for the Resolution will be counted as a vote against the Resolution.**

**A Noteholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(b) and 2(c) are completed in this form, only the proxy will be taken into account.**

The holders of redeemed Notes that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting. A company which holds at least 10% of the debtor company's capital shall not vote with the Notes it holds at the General Meeting.





Unless the context otherwise requires, capitalized terms used in this form shall have the meaning ascribed to them in the convening notice issued by Covivio Hotels on 21 June 2023 in view of this General Meeting.