

COVIVIO HOTELS

Partnership limited by shares with capital of €592,565,808
Registered office: 30, Avenue Kléber - 75116 Paris
Paris Trade and Companies Register 955 515 895
N° SIRET: 955 515 895 000 71
(The "Company")

NOTICE OF CALL

Warning – Health crisis status

Depending on the evolution of the health and/or regulatory situation, the terms of organization of the Shareholders' Meeting may be subject to change.

Shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website (www.covivio-hotels.fr), which may be updated to specify, if necessary, the definitive terms and conditions of participation to this General Meeting in light of any health and/or legal requirements that may arise after the publication of this notice of call.

The shareholders of the company Covivio Hotels (the "Company") are hereby informed that they are called to attend an Ordinary and Extraordinary Shareholders' Meeting on Thursday 7 April, 2022, at 10 a.m., at the registered office of the Company, 30 avenue Kléber in Paris (75116), in order to resolve on the following agenda:

AGENDA

ORDINARY RESOLUTIONS

1. Approval of the company's financial statements for the year ended 31 December 2021;
2. Approval of the consolidated financial statements for the year ended 31 December 2021;
3. Allocation of income – Distribution of dividends;
4. Approval of the special report by the Statutory Auditors prepared in accordance with Article L. 225-40 of the French Commercial Code and the regulated agreements referred to in Article L. 226-10 of the French Commercial Code mentioned therein;
5. Approval of the remuneration policy applicable to the General Manager;
6. Approval of the remuneration policy applicable to members of the Supervisory Board;
7. Approval of the information covered by Article L. 22-10-9 I. of the French Commercial Code regarding overall remuneration of corporate officers;
8. Approval of fixed, variable and exceptional components of the overall remuneration and benefits in kind paid during the fiscal year ended 31 December 2021 or allocated for the same fiscal year to Christophe KULLMANN as Chairman of the Supervisory Board;

9. Approval of fixed, variable and exceptional components of the overall remuneration and benefits in kind paid during the fiscal year ended 31 December 2021 or allocated for the same fiscal year to the company Covivio Hotels Gestion as General Manager;
10. Renewal of the term of office the company COVIVIO as a member of the Supervisory Board;
11. Renewal of the term of office of the company PREDICA as a member of the Supervisory Board;
12. Renewal of the term of office of the company CARDIF ASSURANCE VIE as a member of the Supervisory Board;
13. Renewal of the term of office of the company GENERAL VIE as a member of the Supervisory Board;
14. Renewal of the term of office of the firm MAZARS as the Company's Statutory Auditors;
15. Authorisation to be granted to the General Manager for the purposes of the Company's purchase of its own shares;

EXTRAORDINARY RESOLUTIONS

16. Amendment of Article 8 (Form and disposal of shares) of the Company's Articles of Association;
17. Delegation of authority to the General Manager to increase the Company's share capital through the capitalisation of reserves, profits or premiums;
18. Authorisation to be granted to the General Manager to reduce the Company's share capital through the cancellation of shares;
19. Delegation of authority to the General Manager to issue shares and/or securities giving access to the Company's share capital, maintaining the shareholders' preferential right of subscription;
20. Delegation of authority to the General Manager to issue, through public offering, shares and/or securities giving access to the Company's share capital, with waiver of the shareholders' preferential right of subscription and with a mandatory priority period for share issue;
21. Authorisation to be granted to the General Manager in the event of a capital increase with or without a preferential right of subscription, to increase the number of shares to be issued;
22. Delegation of authority to the General Manager to issue shares and/or securities giving access to the Company's share capital in order to compensate the contributions in kind granted to the Company and consisting of capital securities or securities giving access to the share capital;
23. Delegation of authority to the General Manager to issue shares and/or securities giving access to the Company's share capital, with waiver of shareholders' preferential right of subscription, in the event of a public exchange offer initiated by the Company;
24. Delegation of authority to the General Manager to carry out capital increases reserved for Company employees who are members of a savings plan, with waiver of shareholders' preferential right of subscription;
25. Powers for formal recording requirements.

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 28 February 2022, Bulletin n°25, under the number 2200353. The text of the draft resolutions published in the above-mentioned notice of call remains unchanged.

1. Preliminary formalities in order to attend the Shareholders' Meeting

All shareholders can attend the Shareholders' Meeting, whatever the number of shares they hold.

Pursuant to article R. 22-10-28 of the French Commercial Code, the right of any and all shareholder to attend the 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 prior to the date scheduled for the Shareholders' Meeting, at midnight Paris time (i.e. Tuesday 5 April 2022 at midnight, Paris time), or in the accounts of registered securities held for the Company by its authorized representative, CIC Market Solutions, 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, annexed to the remote voting form or power of attorney or to the request of an admission card drawn up in the name of or on behalf of the shareholder represented by the registered intermediary. A certificate is also delivered to the shareholders wishing to attend the Shareholders' Meeting in person and who have not received their admission card by midnight (Paris Time) on the second working day prior to the Shareholders' Meeting (i.e., Tuesday 5th April 2022 at midnight Paris Time).

Pursuant to article 9 of the Company's Articles of Association, each Concerned Shareholder by the withholding tax referred to in (i) Article 208 C II ter of the General Tax Code and/or (ii) article 9.3 of the Law of the Kingdom of Spain 11/2009 of 26 October 2009, must justify to the Company that he is not a Shareholder subject to Withholding Tax under the terms and conditions defined in the Articles of Association.

2. How to attend the Shareholders' Meeting

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 or sent a power of attorney or requested his admission card or certificate of attendance:

- will no longer be able to chose another attendance mean to the Shareholders' Meeting;
- May at all times, transfer all or part of his shares. However, if the transfer of ownership takes place before the second working day before the date scheduled for the Shareholders' Meeting, i.e., midnight, Paris time 5 April 2022, the Company shall invalidate or accordingly alter the vote cast from a remote position, the power of attorney, the admission card or the certificate of attendance. For this purpose, the qualified intermediary notifies the Company, or its representatives, of the transfer of ownership and provides all necessary information. No transfer of ownership shall be notified by the qualified intermediary or taken into account by the Company, regardless of the means used or of the existence of any agreement to the contrary, when exercised after the second working day prior to the date for which the Shareholders' Meeting is scheduled, at midnight, Paris time.

A. Request for an admission card:

Shareholders wishing to attend the Shareholders' Meeting in person can request an admission card as follows:

- **For registered shareholders:** they may request an admission card from the Company at the legal department Corporate M&A, 30 avenue Kléber – 75116 PARIS, or go directly to the reception desk on the day of the Shareholders' Meeting with a proof of identity,
- **For bearer shareholders:** they shall ask the qualified intermediary handling the management of their securities account, to request an admission card to be sent to them. Shareholders who have not received their admission card by the second working day prior to the date of the Shareholders' Meeting (i.e., Tuesday April 5, 2022, at Midnight Paris time) must ask their qualified intermediary to provide them with a certificate of attendance enabling them to prove their status as shareholders at the reception desk of the Shareholders' Meeting.

B. Vote by mail or by proxy:

Shareholders who do not attend the Shareholders' Meeting in person and wish to vote by mail or by proxy shall be entitled to:

- **For registered shareholders:** holders of registered shares shall return to the registered office of the Company (legal department Corporate M&A, 30 avenue Kléber – 75116 PARIS) the unique form for voting either remotely or using a power of attorney, which shall be sent to them along with their notice of call,
- **For bearer shareholders:** holders of bearer shares shall request the abovementioned form from the qualified intermediary assuring the management of their securities account, as from the date of the Shareholders' Meeting's notice of call. To be accepted, each request for a form shall have been received at the Company's registered office, at least six days before the date of the Shareholders' Meeting (i.e., Friday April 1st, 2022). Once completed by the shareholder, the form must be submitted together with a certificate of attendance delivered by the qualified intermediary and shall be returned to the Company's registered office.

To be taken into account, forms for voting remotely or using a power of attorney shall be received by the Company three calendar days prior the Shareholders' Meeting at the latest, i.e., Monday April 4, 2022.

Designations and revocations of power of attorneys notified by post shall be received by the Company no later than three calendar days prior to the Shareholders' Meeting, i.e. Midnight Paris Time, Monday April 4, 2022).

3. Written questions

In compliance with articles L. 225-108 paragraph 3 and R. 225-84 of the French Commercial Code, all shareholders shall have the right to ask the Company written questions. These questions which must be sent to the Company's registered office by registered letter with acknowledgement of receipt, addressed to the General Manager or by means of electronic communication at the following address: assemblee.generale-coviviohotels@covivio.fr, shall be received at the latest the fourth working days before the date of the General Meeting, i.e. Friday April 1st, 2022. They must be sent along with a certificate of account registration.

The General Manager will answer these questions during the Shareholders' Meeting or, in compliance with article L. 225-108, paragraph 4 of the French Commercial Code, the answer will be deemed given where included on the Company's website in the dedicated section for questions and answers,

accessible at the following address: www.covivio-hotels.fr (under section “Finance / Assemblées Générales / Assemblée générale mixte du 7 avril 2022”).

4. Provisions on the temporary transfer of securities

In accordance with article L. 22-10-48 of the French Commercial Code, anyone who, alone or jointly, by virtue of one or more temporary transfers involving the Company's shares or any transaction giving him the right or obliging him to sell or return these shares to the transferrer, holds a number of shares representing more than 0.5% of the voting rights, shall inform the Company and the French Financial Markets Authority at the latest the second working days before the Shareholders' Meeting, i.e. Tuesday April 5, 2022, at midnight, Paris time, if the contract organising this transaction remains in force as at said date, of the total number of shares held temporarily.

This declaration shall 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 related to the transaction and, where 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 Authority.

Failure to inform the Company and the French Financial Markets Authority in accordance with the conditions specified will mean that all shares acquired by virtue of any of these transactions shall, in accordance with Article L. 22-10-48 of the French Commercial Code, be deprived of voting rights for the Shareholders' Meeting concerned and for all Shareholders' Meetings held until such shares are sold or returned.

5. Shareholders' right to communication

In accordance with applicable provisions of law and regulations, all documents which shall be communicated to this Shareholders' Meeting shall be made available to shareholders within the legal time limits at the Company's registered office or sent, on simple request addressed to the Company.

The documents referred to in Article R. 22-10-23 of the French Commercial Code have been published as from Thursday March 17, 2022 on the Company's website (www.covivio-hotels.fr : section “Finance/Assemblées Générales/Assemblée générale mixte du 7 avril 2022”).

No possibility to vote by videoconference or telecommunication means has been planned for this Shareholders' Meeting and thus no website referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

The General Manager