



CPI FIM SA
(formerly ORCO PROPERTY GROUP)

Société Anonyme
40, rue de la Vallée
L-2661 Luxembourg
R.C.S. LUXEMBOURG B 44.996
(the "Company")

**DRAFT RESOLUTIONS PROPOSED TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 29 MAY 2019**

Dear Shareholders,

Please find below draft resolutions that will be proposed to the Shareholders at 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 14:00 CET**, to discuss and to vote on the agenda indicated below.

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. David Greenbaum 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. 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.**
9. **Decision to appoint with immediate effect Mrs. Anita Dubost 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. Subject to approval of item 7 of the agenda, decision to appoint Mr. David Greenbaum 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.
11. Decision to appoint KPMG Luxembourg *Société cooperative* 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.

PROPOSED RESOLUTIONS

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.

No resolution is required on this item.

2. Presentation and approval of the statutory annual accounts for the financial year ended 31 December 2018.

Proposed resolution:

After presentation and review of the statutory annual accounts for the financial year ended 31 December 2018, and of the reports of the Board of Directors and of the approved auditor (réviseur d'entreprises agréé) of the Company on such statutory annual accounts, the Meeting resolves to approve the statutory annual accounts of the Company 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.

Proposed resolution:

After presentation and review of the consolidated annual accounts for the financial year ended 31 December 2018, and of the reports of the Board of Directors and of the approved auditor (réviseur d'entreprises agréé) of the Company on such consolidated annual accounts, the Meeting resolves to approve 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.

Proposed resolution:

The Meeting resolves to allocate the financial results in relation to the financial year ended 31 December 2018 as follows:



The statutory profit for the financial year ended 31 December 2018 amounting to EUR 119,546,687 shall be carried forward. The total results to be carried forward shall be as follows:

Result brought forward as of December 31, 2018	EUR	(972,320,329)
Result of the fiscal year ending December 31, 2018	EUR	119,546,687
Allocation to Other reserves	EUR	-
Own Equity instruments variation	EUR	-
Total Result to be carried forward to the following fiscal year	EUR	(852,773,642)

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.

Proposed resolution:

In accordance with Article 461-7 of the Luxembourg law on commercial companies dated 10 August 1915, as amended from time to time (the "LCA"), the Meeting resolves to give full discharge 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.

Proposed resolution:

*The Meeting resolves to give full discharge to the approved auditor (*réviseur d'entreprises agréé*) of the Company in respect of the performance of its duties during the financial year ended 31 December 2018.*

7. Decision to appoint with immediate effect Mr. David Greenbaum 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.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mr. David Greenbaum 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. 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.

Proposed resolution:

The Meeting resolves 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.



9. Decision to appoint with immediate effect Mrs. Anita Dubost 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.

Proposed resolution:

The Meeting resolves to appoint with immediate effect Mrs. Anita Dubost 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. Subject to approval of item 7 of the agenda, decision to appoint Mr. David Greenbaum 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.

Proposed resolution:

*Considering that item 9 of the agenda has been approved, the Meeting resolves to appoint Mr. David Greenbaum as the Managing Director (*administrateur délégué*) of the Company as of the date of the Meeting 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 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.

Proposed resolution:

*The Meeting resolves 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.*

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