



Grand City Properties S.A.
société anonyme
1, Avenue du Bois,
L-1251 Luxembourg
R.C.S. Luxembourg: B 165560

CONVENING NOTICE TO ALL SHAREHOLDERS

All shareholders of Grand City Properties S.A. (the “**Company**”) are hereby given notice upon instruction of the board of directors of the Company (the “**Board of Directors**”) that the

ANNUAL GENERAL MEETING 2021 OF THE COMPANY

(the “**AGM**” or the “**General Meeting**”)

will be held on 30 June 2021, at 11.00 a.m. (Central European Summer Time, “**CEST**”) with the agenda as set out below and an

EXTRAORDINARY GENERAL MEETING OF THE COMPANY

(the “**EGM**” or the “**Extraordinary General Meeting**”)

will be held on 30 June 2021, at 11.40 a.m. CEST with the agenda as set out below.

Important information:

In accordance with article 1 (1) of the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, the Company will not hold a physical meeting. Shareholders have the opportunity to follow the AGM and the EGM live via an audio webcast which will be available on 30 June 2021 at <https://www.webcast-egs.com/gcp20210630> starting at 11.00 a.m. CEST. Shareholders may refer to the section “*Attendance and Registration Procedures*” in this convening notice for further information.

AGENDA AND PROPOSED RESOLUTIONS FOR THE AGM

1. Presentation of the management report of the Board of Directors in respect of the statutory financial statements of the Company and the consolidated financial

statements of the Company and its group for the financial year ended on 31 December 2020.

No resolutions required.

2. Presentation of the reports of the independent auditor of the Company in respect of the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2020.

No resolutions required.

3. Presentation and approval of the statutory financial statements of the Company for the financial year ended on 31 December 2020.

Resolution proposed by the Board of Directors:

“The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor of the Company, approves the statutory financial statements of the Company for the financial year ended on 31 December 2020 in their entirety.”

4. Presentation and approval of the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2020.

Resolution proposed by the Board of Directors:

“The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor of the Company, approves the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2020 in their entirety.”

5. Allocation of the statutory financial results for the financial year ended on 31 December 2020.

Resolution proposed by the Board of Directors:

“The General Meeting notes and acknowledges the statutory net loss of the Company in the amount of EUR 10,225,000 for the financial year ended on 31 December 2020 and resolves to carry it forward to the next financial year.”

6. Discharge to be granted to each of the members of the Board of Directors (current and former) in respect of the performance of their duties during the financial year ended on 31 December 2020.

Resolution proposed by the Board of Directors:

“The General Meeting resolves to grant discharge to each of the members of the Board of Directors (current and former) in respect of the performance of their duties during the financial year ended on 31 December 2020.”

7. Renewal of the mandate of Mr Daniel Malkin as independent member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2023.

Resolution proposed by the Board of Directors:

“The General Meeting approves the renewal of the mandate of Mr Daniel Malkin as independent member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2023.”

8. Renewal of the mandate of Mrs Simone Runge-Brandner as independent member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2023.

Resolution proposed by the Board of Directors:

“The General Meeting approves the renewal of the mandate of Mrs Simone Runge-Brandner as independent member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2023.”

9. Appointment and confirmation of Mr Christian Windfuhr as executive member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2023.

Resolution proposed by the Board of Directors:

“The General Meeting approves the appointment and confirmation of Mr Christian Windfuhr as executive member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2023.”

10. Renewal of the mandate of KPMG Luxembourg, *société coopérative*, as independent auditor of the Company whose mandate will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2022.

Resolution proposed by the Board of Directors:

“The General Meeting resolves to renew the mandate of KPMG Luxembourg, société coopérative, having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the RCSL under number B149133, as independent auditor of the Company in relation to the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ending on 31 December 2021.”

11. Distribution of a dividend in the amount of EUR 0.8232 (gross) per share.

Resolution proposed by the Board of Directors:

“The General Meeting, upon the proposal of the Board of Directors, resolves to approve the distribution of a dividend from the share premium account of the Company relating to the financial year ended on 31 December 2020 in the

amount of EUR 0.8232 (gross) per share for the holders of record in the security settlement systems on 2 July 2021.”

Assuming that the shareholders adopt this resolution, the Board of Directors hereby offers to shareholders the choice of receiving the dividend either in cash or in the form of shares in the Company. The cash dividend is expected to be paid on 20 July 2021 and the shares to be delivered on 26 July 2021. For further information in relation to the dividend payment, please refer to the prospectus exemption document and to the document “Information on the Scrip Dividend”, both will be published on the Company’s website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2021/>.

12. Presentation and approval on an advisory non-binding basis (advisory vote) of the remuneration report for the financial year ended on 31 December 2020.

Resolution proposed by the Board of Directors:

“The General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ended on 31 December 2020 in its entirety.”

QUORUM AND MAJORITY REQUIREMENTS FOR THE AGM

There is no quorum of presence requirement for the AGM. The agenda items are adopted by a simple majority of the votes validly cast by shareholders duly present or represented. Each share is entitled to one vote.

AGENDA AND PROPOSED RESOLUTIONS FOR THE EGM

1. Decision to:
 - (a) Renew the existing authorised capital of the Company of EUR 40,000,000 for a period of five (5) years from the date of the EGM, or in case of adjournment because no quorum has been reached at the first EGM, of the adjourned EGM that effectively resolved on the renewal.
 - (b) Approve the report of the Board of Directors pursuant to article 420-26 of the law of 10 August 1915, on commercial companies, as amended from time to time, relating to the possibility of the Board of Directors to suppress or limit any preferential subscription rights of the shareholders in relation to an increase of the share capital made within the authorized share capital of the Company;
 - (c) grant to the Board of Directors as referred to in article 420-26 (5) of the law of 10 August 1915 on commercial companies, as amended from time to time, all powers to carry out capital increases within the framework of the authorized capital and to suppress or limit any preferential subscription right of the shareholders of the Company on the issue of new shares; and
 - (d) amend article 5.2 of the Articles accordingly.

Resolution proposed by the Board of Directors:

“The Extraordinary General Meeting resolves to:

- a. *approve the renewal of the existing authorized share capital of the Company of EUR 40,000,000 and to approve the renewal of the authorization of the Board of Directors to increase the corporate share capital within the limits of the authorized share capital for a period of five (5) years from 30 June 2021, or in case of adjournment because no quorum has been reached at the first EGM, of the adjourned EGM that effectively resolved on the renewal of the authorized share capital of the Company;*
- b. *approve the report of the Board of Directors relating to the possibility of the Board of Directors to suppress or limit any preferential subscription rights of the shareholders in relation to an increase of the share capital made within the authorized share capital of the Company;*
- c. *grant to the Board of Directors all powers to carry out capital increases within the framework of the authorized capital and to cancel or limit any preferential subscription right of the shareholders of the Company on the issue of new shares; and*
- d. *amend article 5.2 of the Articles to read as follows:*

Article 5.2. Authorised capital

The corporate share capital may be increased from its present amount to forty million Euro (EUR 40,000,000) by the creation and the issue of new shares with a par value of ten Cent (EUR 0.10) each.

The board of directors is fully authorised:

- *to increase the subscribed capital within the limits of the authorised capital as a whole at once, by successive portions or by continuous issues of new shares, to be paid up in cash, by contribution in kind, by conversion of shareholders' claims, or following approval of the annual general meeting of shareholders, by incorporation of profits or reserves into capital;*
- *to issue convertible bonds, notes, warrants and, generally, any financial instruments granting the right to their holders to subscribe for one or more shares of the Company. The board of directors may at its sole discretion determine the conditions under which the convertible bonds, the notes, the warrants or the financial instruments granting the right to their holders to subscribe for one or more shares of the Company shall be issued, including the type, the registered or bearer form, the price, the currency, the interest rate, as well as any condition relating to the issue, exercise, transfer and conversion of such convertible bonds, notes, warrants or financial instruments. Such issue shall comply with the limits of the authorised capital and with the applicable legal provisions and more particularly with article 420-27 of the Law, as applicable;*
- *to issue shares, options and any financial instruments granting the right to their holders to subscribe for one or more shares of the Company under any share option programme, management or any other incentive scheme of the Company (each a "Programme");*

- to determine the place and the date of the issue or of the successive issues, the terms and conditions of subscription and payment of the additional shares; and
- to suppress or limit the preferential subscription right of the shareholders with respect to (i) the above issue of additional shares against payment in cash, by contribution in kind, by conversion of shareholders' claims or by incorporation of profits or reserves into capital, (ii) the issue of convertible bonds, notes, warrants and any financial instruments granting the right to their holders to subscribe for one or more shares of the Company and (iii) the issue of shares, options and any financial instruments granting the right to their holders to subscribe for one or more shares of the Company under any Programme.

Such authorisation is valid for a period of five years starting from 30 June 2021 [or in case of adjournment because no quorum has been reached at the first EGM, of the adjourned EGM that effectively resolved on the renewal of the authorized share capital of the Company] and may be renewed by resolution of the general meeting of shareholders deliberating in the manner required for the amendment of the Articles. However, if any of the above-mentioned instruments are issued before or during this period the new shares may be issued upon conversion or exercise of said instruments also after the expiry of this period. As a consequence of each increase of capital so rendered effective, the first paragraph of article 5.1. will be amended such as to correspond to the increase so rendered effective; such modification will be documented in notarial form by the board of directors or by any persons appointed for such purposes and published in accordance with the Law.”

2. Approval of the amendment to article 8 paragraph 1 of the articles of association of the Company (the “**Articles**”).

Resolution proposed by the Board of Directors:

“The Extraordinary General Meeting resolves to amend article 8 paragraph 1 of the Articles to read as follows:

Art. 8. *The annual general meeting of shareholders shall be held on the last Wednesday of the month of June at the registered office of the Company, or at such other place as may be specified in the notice of meeting.”*

QUORUM AND MAJORITY REQUIREMENTS FOR THE EGM

The EGM shall not validly deliberate unless at least one half of the Company's share capital is represented. If this condition is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles and the law of 10 August 1915 on commercial companies, as amended from time to time, by means of notices filed with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) and published on the *Recueil Electronique des Sociétés et Associations* and in a Luxembourg newspaper at least seventeen (17) days before the meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented.

At both meetings, the resolutions, in order to be adopted, must be carried by at least two thirds of the votes cast.

IMPORTANT INFORMATION FOR BOTH AGM AND EGM

SHARE CAPITAL AND VOTING RIGHTS

At the date of convening of the AGM and EGM, the Company's subscribed share capital equals EUR 17,186,405.00 and it is divided into 171,864,050 shares having a par value of EUR 0.10 each, all of which are fully paid up. At the date of convening of the AGM and the EGM, the voting rights attached to a total number of 6,844,355 shares of the Company are suspended according to Luxembourg law. The Company's subscribed share capital and number of voting rights may vary at the date of the AGM and the EGM due to capital increase(s) and share buy-back(s).

AVAILABLE INFORMATION AND DOCUMENTATION

The following documents will be available for inspection by the shareholders at the registered office of the Company at 1, Avenue du Bois, L-1251 Luxembourg, Grand Duchy of Luxembourg, starting on the day of publication of this convening notice in the Luxembourg electronic gazette (*Recueil Electronique des Sociétés et Associations – RESA*) and on the Company's website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2021/>:

- (a) the full text of any document to be made available by the Company at the AGM and EGM including the draft resolutions in relation to above agenda points proposed to be adopted at the AGM and EGM;
- (b) this convening notice;
- (c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (d) the Voting and Proxy Form (as further mentioned below);
- (e) the management report of the Board of Directors in respect of the statutory financial statements and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2020;
- (f) the report of the independent auditor of the Company in respect of and contained in the statutory financial statements of the Company and the report of the independent auditor of the Company in respect of and contained in the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2020;
- (g) the statutory financial statements of the Company for the financial year ended on 31 December 2020 and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2020; and
- (h) the remuneration report for the financial year ended on 31 December 2020 (available under the section "*Corporate Governance*").

ATTENDANCE AND REGISTRATION PROCEDURES

a) Attendance

In accordance with article 1 (1) of the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, **the Company will not hold physical general meetings. Shareholders or their proxies will not be able to attend the AGM nor the EGM in person.**

b) Webcast

Shareholders may follow the AGM and/or the EGM remotely via the live audio-webcast of the AGM and/or the EGM, which will be available on 30 June 2021 at <https://www.webcast-egs.com/gcp20210630> starting at 11.00 a.m. CEST.

c) Voting

Shareholders can exercise their voting rights only by (i) voting remotely in writing or (ii) authorising the secretary of the AGM and/or the EGM or a proxyholder to cast votes on their behalf in the secretary's or such proxyholder's discretion using the voting and proxy form (the "**Voting and Proxy Form**"). In order to exercise voting rights in the AGM and/or in the EGM, shareholders must provide the Company with (i) the Record Date Confirmation, as indicated below, and (ii) the duly completed, dated and signed Voting and Proxy Form, as indicated below, at the latest until 24 June 2021 at midnight (24:00) (CEST).

Record Date Confirmation: Only shareholders who were holders of record of shares on the fourteenth (14th) day prior to the AGM and/or the EGM at midnight, i.e. on 16 June 2021 at midnight (24:00) (CEST) (the "**Record Date**"), can participate in and vote by proxy at the AGM and/or the EGM. Shareholders are obliged to obtain a confirmation letter (the "**Record Date Confirmation**") issued by the depository bank that is safe-keeping their shares in the Company stating the number of shares held by the shareholder on the Record Date. The Record Date Confirmation must be made in writing and sent by e-mail to generalmeeting@grandcity.lu or by postal services to Grand City Properties S.A., Attn. AGM and EGM 2021/Katrin Petersen and Kathrin Lampen, 1, Avenue du Bois, L-1251 Luxembourg, Grand Duchy of Luxembourg.

Proxy Form: All shareholders who plan to participate in the AGM and/or the EGM and either (i) vote remotely in writing or (ii) authorise the secretary of the AGM and/or the EGM or a proxyholder to cast votes on their behalf in the secretary's or such proxyholder's discretion shall duly complete and sign the Voting and Proxy Form, which can be retrieved from the Company's website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2021/> specifying the number of shares held by the represented shareholder on the Record Date. The dated and signed Voting and Proxy Form shall be sent by e-mail to generalmeeting@grandcity.lu or by postal services to Grand City Properties S.A., Attn. AGM and/or EGM 2021/Katrin Petersen and Kathrin Lampen, 1, Avenue du Bois, L-1251 Luxembourg, Grand Duchy of Luxembourg.

Please note that only persons who are shareholders of the Company at the Record Date and who have timely submitted the Record Date Confirmation and the Voting and Proxy Form shall have the right to participate in and vote at the AGM and/or the EGM.

ADDITIONAL IMPORTANT INFORMATION FOR SHAREHOLDERS

Transfer of shares after the Record Date

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the AGM and/or the EGM.

Ability to add agenda items or table alternative resolutions

One or more shareholders holding together at least 5% of the issued share capital of the Company have the right to add items to the agenda of the AGM and/or the EGM and/or to table draft resolutions for items included or to be included on the agenda of the AGM and/or the EGM. Any such request must:

- be received by the Company before 8 June 2021 at midnight (24:00) CEST;
- be made in writing and sent by e-mail to generalmeeting@grandcity.lu or by postal services to Grand City Properties S.A., Attn. AGM and/or EGM 2021/Katrin Petersen and Kathrin Lampen, 1, Avenue du Bois, L-1251 Luxembourg, Grand Duchy of Luxembourg;
- be accompanied by either (a) the text of the new agenda item and/or draft resolution and a background explanation or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution and a background explanation;
- include the name of a contact person and a postal address or e-mail address at which the Company can confirm receipt within forty-eight (48) hours; and
- be followed by a Record Date Confirmation (as defined above under Attendance and Registration Procedures), proving that the requesting shareholder is a shareholder of the Company on the Record Date (as defined above under Attendance and Registration Procedures) holding alone or together with other requesting shareholders at least 5% of the issued share capital of the Company.

The Company will publish a revised agenda for the AGM and/or the EGM at the latest on 15 June 2021.

Right to ask questions

Shareholders have the right to ask questions about items on the agenda of the AGM and/or the EGM before the respective meeting. In accordance with the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, shareholders may submit their questions electronically. The Company asks shareholders wishing to exercise this right to send their questions by e-mail to generalmeeting@grandcity.lu at least ten (10) business days prior to the relevant meeting together with evidence establishing the holding of shares on the Record Date. The Company will respond on a best efforts basis to the questions

with respect to the AGM and the EGM, in particular respecting the good order of the AGM and the EGM and its business interests.

Publication of voting results

The results of the vote for each meeting will be published on the Company's website within fifteen (15) days following the AGM and the EGM. After the AGM and the EGM, a shareholder can obtain upon request and within a period not exceeding two months from the date of the vote, confirmation that his/her vote has been registered and counted by the Company.

For further information you may contact Katrin Petersen and Kathrin Lampen, telephone: +352 287 787 86, email: generalmeeting@grandcity.lu.

Further information about the processing of data in connection with the AGM and the EGM is available on the Company's website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2021/>.

Luxembourg, 28 May 2021

Grand City Properties S.A.

The Board of Directors