

EPH EUROPEAN PROPERTY HOLDINGS PLC

Registered as a company continuing in the Republic of Cyprus under registration number, HE 430786, having its registered office at 12 Menandrou Street, Eleona Tower, Office 207, CY – 1066 Nicosia, Republic of Cyprus
(the “Company”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

7 October 2022, Nicosia, Cyprus | Ad hoc announcement pursuant to Art. 53 LR

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of EPH EUROPEAN PROPERTY HOLDINGS PLC (the “Company” or “EPH”) will be held on **1st November 2022 at 11 AM** at Hotel Four Seasons Hotel Limassol, 67-69 Amathountos Avenue, Ag. Tychonas, 4532 Limassol, Cyprus, **FOR THE FOLLOWING PURPOSES:**

1. APPROVAL OF SALE OF EPH GROUPS’ RUSSIAN PORTFOLIO

The uncertainty over the future economic and political developments as well as the Russian economy have led the Board of Directors to the conclusion to ask the Company’s shareholders for approval of the sale of the entire Russian property portfolio within the framework of a management buy-out.

The sale involves six rental properties and Arbat apartments in Moscow together with their holding companies domiciled in Cyprus and Germany, which account for around 40% of EPH’s total asset value.

The basis for the purchase price consideration will be the market values of the Russian properties as per 30th June 2022. In addition, EPH will transfer its debt under the notes held by shareholders of EPH in the total amount of EUR 426 million to the target structure. The remaining purchase price shall be paid to EPH over the next 10 years based on the cash flows of the Russian portfolio and once imposed sanctions allow such transfers.

Over the past years, EPH has increasingly refocused its business on real estate assets in Europe and following EPH’s strong expansion in Europe and the fact that most of its assets are located there, the Company re-domiciled to Nicosia, Cyprus, in February 2022. The conclusion of the sale of the Russian property portfolio is a logical further step in this strategic realignment and was accelerated in response to the conflict in the Ukraine and the imposed sanctions against Russia.

After the sale, EPH will consist of a property portfolio of nine core assets and a total asset value of approx. EUR 1.2 billion (as per 30th June 2022). The properties are located in outstanding locations in Vienna, (Austria) and four locations in Germany (Berlin, Hamburg, Stuttgart, and Dresden). All properties are let to strong tenants with long term leases. Due to the quality of assets and professional asset management the properties perform above expectations and further increased their market value despite challenging market conditions.

EPH will continue to analyse market opportunities to ensure that the Company’s property portfolio is well positioned to deliver long-term stability in terms of income growth and value appreciation. EPH will continue to focus on core office and hotel properties in prime European markets. These markets have proven their stability despite various trouble spots around the world.

Based on the above, the Board of Directors proposes the shareholders to sell the entire Russian portfolio of EPH together with their holding companies domiciled in Cyprus and Germany to the Russian management who is operating these assets since many years for EPH in Russia for its net asset value.

Legal counsels in Europe and the US have confirmed that the suggested disposal of the portfolio does comply with the sanction laws of the respective countries.

2. MISCELLANEOUS MATTERS

To transact any other business that can properly be transacted at an Extraordinary General Meeting.

NOTICE SENT TO AS OF THE DATE HEREOF TO:

- The Registered Shareholders of the Company;
- The Board of Directors of the Company; and
- The Auditors of the Company.

NOTES:

- In order to attend and exercise their voting rights, shareholders must be entered into the Shareholders Register as of the close of business on the record date of **14th October 2022, 5pm CET** (the “**Record Date**”). The shareholder register is maintained and administered by Computershare Schweiz AG, Baslerstrasse 90, CH-4600 Olten, Switzerland.
- A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her place. Such proxy does not need to be a shareholder of the Company. The proxy must be deposited at the Company’s registered office at least 15 minutes prior to the meeting.
- Entry to the meeting will be by entry card. Registered shareholders as of the Record Date can request an entry card by contacting Computershare latest on 21 October 2022:
General Meetings Team
Computershare Schweiz AG
P +41 62 205 77 50
Baslerstrasse 90, Postfach, 4601 Olten, Schweiz
generalversammlung@computershare.ch

EPH EUROPEAN PROPERTY HOLDINGS PLC is an investment company listed on SIX Swiss Exchange and holds an extensive property portfolio with a total value of around EUR 1.5 billion, including real estate assets in Berlin, Hamburg, Stuttgart, Dresden, Moscow and Vienna. EPH EUROPEAN PROPERTY HOLDINGS PLC is managed by Valartis International Ltd. a wholly-owned subsidiary of Valartis Group AG.

Additional information on EPH EUROPEAN PROPERTY HOLDINGS PLC is available by contacting Anna Bernhart on Tel: +41 44 503 5400.