

**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 ACCOUNT HOLDER, OR FINANCIAL, LEGAL, ACCOUNTING, TAX OR INVESTMENT ADVISERS.**

**THE DISTRIBUTION OF THIS NOTICE IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW AND PERSONS INTO WHOSE POSSESSION THIS NOTICE COMES ARE REQUESTED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.**

**NOTHING IN THIS NOTICE CONSTITUTES OR CONTEMPLATES AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL SECURITIES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION.**

12 January 2022



**SOCIETE FONCIERE LYONNAISE**

*Société anonyme* (public limited company) with share capital of €85,729,430

Registered office: 42 rue Washington – 75008 Paris, France

552 040 982 RCS PARIS

Legal Entity Identifier (“LEI”): 969500B0S40FTUVKD182

(“SFL” or the “Issuer”)

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

€500,000,000 1.500 per cent. notes due 29 May 2025

issued by the Issuer on 29 May 2018

(of which €500,000,000 remain outstanding)

ISIN Code: FR0013335767

(the “Notes”)

**NOTICE IS HEREBY GIVEN that, pursuant to Condition 12 (*Representation of the Noteholders*) of the terms and conditions of the Notes included in the Prospectus dated 25 May 2018 which was approved under visa n°18-200 by the French *Autorité des Marchés Financiers* (the “Terms and Conditions”), Mr. Nicolas Reynaud, Chief Executive Officer (*Directeur général*) of the Issuer, domiciled at 6 parc de Béarn, 92210, Saint-Cloud, France, has decided to convene the holders of the Notes (the “Noteholders”, or individually, a “Noteholder”) to a general meeting (the “General Meeting”) at 42 rue Washington – 75008 Paris, France, on 3 February 2022, at 10:30 a.m. (Paris time) on first convocation and if no quorum is reached, on 24 February 2022, at 10:30 a.m. (Paris time) on second convocation.**

The General Meeting is convened in order to deliberate on the agenda set out after the Introduction section below and, if thought fit, to approve, as the case may be, the resolutions proposed to the holders of Notes (the “**Proposed Resolutions**”).

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

## I. INTRODUCTION

SFL is part of the Colonial group (the “**Group**”), a leader<sup>1</sup> in the European Prime office market with presence in the main business areas of Paris, Barcelona and Madrid with a prime office portfolio of approximately 1.6 million of square meters of gross lettable area (“**GLA**”) and assets under management with a value of more than €12 billion as at 30 June 2021.

The Group pursues an Environmental, Social and Governance (“**ESG**”) strategy, which lies at the heart of its business model. It prioritises sustainable long-term returns by developing, refurbishing and operating high quality offices in prime locations, mainly the Central Business Districts (“**CBD**”), whilst being highly committed to ESG principles in its business decisions. For example, the Group has defined a decarbonisation plan, which implies that its entire office portfolio will be carbon-emissions neutral by 2050, an ambition which is fully aligned with the Paris Agreement of December 2015. To that end, the Group continually works on improving the energy efficiency of its real estate assets and, as at 30 June 2021, 93% of the Group’s property portfolio (in terms of Gross Asset Value) benefitted from the LEED and BREEAM energy certificates. In addition, the Group has been recognised for its ESG credentials, obtaining the Gold rating in the EPRA Sustainability Best Practices Recommendations (“**sBPR**”) in 2021 for the fifth consecutive year and a rating of 94 out of 100 in the GRESB index 2021 for Colonial and 92 out of 100 for SFL, which are among the highest scores for the office real estate sector in Western Europe.

In order to support this ESG strategy, the Group has prepared a green financing framework (the “**Green Financing Framework**”) to align the Group’s financing strategy with its overall strategy, objectives and sustainability targets. The Green Financing Framework has been developed in alignment with the four pillars of the Green Bond Principles 2021 of the International Capital Markets Association (“**ICMA**”) and has the benefit of a Second Party Opinion by Vigeo Eiris. The Group’s intention is that any bonds or notes it proposes to issue in the future will be issued under the Green Financing Framework as “green bonds” (or “green notes” as relevant) (subject to the availability of green assets at the time of any such issue) and all of the Group’s outstanding bonds are proposed to be converted into “green bonds” (or “green notes” as relevant). It is for this reason that the two issuers of the Group, Colonial and SFL, are convening bondholders and noteholders meetings (as relevant) to seek the consent of the relevant holders of their outstanding bonds or notes to requalify these bonds or notes as “green bonds” (or “green notes” as relevant) (the “**Green Bond Proposal**”).

Pursuant to the Green Bond Proposal, the Group intends to allocate an amount equivalent to the outstanding principal amount of the Notes to the financing or the refinancing of a portfolio of green assets meeting the environmental criteria described in more detail in the Group’s Green Financing Framework.

The Green Bond Proposal will not have any impact on all the other characteristics of the Notes, such as their terms and conditions, interest rates or maturity. In addition, S&P Global Ratings Europe Limited has confirmed that the Green Bond Proposal will have no impact on the rating of the Notes or on the long-term corporate rating of the Issuer. For the avoidance of doubt, the

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<sup>1</sup> Source: <https://www.inmocolonial.com/en/company/strategy>

Green Bond Proposal will not either trigger any event of default under Condition 10 of the Terms and Conditions of the Notes.

**Noteholders shall not be entitled to any consent or participation fee (whether the Proposed Resolutions are approved or not or whether they participate or not in the General Meeting).**

*Risk in respect of green notes*

It should be noted that the definition (legal, regulatory or otherwise) of, and market consensus as to what constitutes or may be classified as, a “green” or equivalently labelled project, and the requirements of any such label are currently under development. As a result, there is currently no clear definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a “green” or an equivalently labelled project. Consequently, the Eligible Green Assets (as such term is defined in the Green Financing Framework) may not meet any or all investor expectations regarding such “green” or other equivalently labelled performance objectives.

The use of an amount equivalent to the outstanding principal amount of the Notes for any projects included in the Eligible Green Assets may not satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable laws or regulations or by its own by-laws or other governing rules or investment portfolio mandates.

The second party opinion provided by Vigeo Eiris and dated December 2021 (the “**Second Party Opinion**”) which is made available in connection with the Proposed Resolutions is made available by the Issuer for information purposes only.

While it is the intention of the Issuer as of the date of this notice to allocate an amount equivalent to the outstanding principal amount of the Notes in, or substantially in, the manner described in the Proposed Resolutions, the Eligible Green Assets (as such term is defined in the Green Financing Framework) might not be capable of being implemented in a manner that is substantially consistent with and/or on any timetable that is contemplated in the Issuer’s Green Financing Framework. Additionally, the Eligible Green Assets 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 Issuer.

Any such event or failure by the Issuer will not constitute an event of default under the Notes, create an obligation for the Issuer to redeem the Notes, and/or give a right to the Noteholders to request the early redemption or the acceleration of the Notes.

Any such event or failure to allocate an amount equivalent to the outstanding principal amount of the Notes to Eligible Green Assets and/or withdrawal of the Second Party Opinion, the independent limited assurance report on the “Green Bonds Report” issued by PricewaterhouseCoopers Auditores, S.L. on 22 December 2021 (the “**Independent Auditors’ Report**”) or any such other opinion or certification or any opinion or certification attesting that the Issuer is not complying with any matters for which such opinion or certification is opining or certifying on, may have a material adverse effect on the value of such Notes and also potentially the value of any other Notes which are intended to finance such projects 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.

## II. AGENDA

- Approval of the requalification of the Notes as “green notes” and of the allocation of an amount equivalent to the outstanding principal amount of the Notes to the financing or the refinancing of a portfolio of green assets, and acknowledgement of the Issuer’s consequential representations; and
- Deposit at the Issuer’s registered office of the attendance sheet, the powers of the Noteholders voting by proxy, and the minutes of the present General Meeting.

## III. TIMETABLE

Noteholders should take note of the important dates and times set out in the timetable below in connection with the General Meeting.

<b>Events</b>	<b>Dates</b>
First convocation to the General Meeting:	12 January 2022
<ul style="list-style-type: none"> <li>- present notice of meeting delivered to Noteholders through Euroclear France, Euroclear and Clearstream; and</li> <li>- present notice of meeting, Green Financing Framework, Second Party Opinion, Independent Auditors’ Report and Investors’ Presentation (as such term is defined below) published on the Issuer’s website.</li> </ul>	
Voluntary publication of the notice in the BALO ( <i>Bulletin des Annonces Legales Obligatoires</i> )	17 January 2022
Deadline for receipt by the Centralizing Agent of the Participation Forms in relation to the General Meeting	11:59 p.m. (Paris time) on 31 January 2022
Date and time required for book entry statement evidencing the right of each Noteholder to participate in the General Meeting	00:00 a.m. (Paris time) on 1 February 2022, the second business day in Paris preceding the date of the General Meeting
Date and time of General Meeting relating to the Notes	10:30 a.m. (Paris time) on 3 February 2022
Announcement and publication of the results or, if the quorum is not reached at the General Meeting convocation of the adjourned General Meeting (i.e. second convocation of the General Meeting, if applicable)	As soon as possible after the holding of the General Meeting
Voluntary publication of the notice in the BALO ( <i>Bulletin des Annonces Legales Obligatoires</i> )	As soon as possible after the holding of the General Meeting

Deadline for receipt by the Centralizing Agent of the Participation Forms in relation to the adjourned General Meeting (if applicable)	11:59 p.m. (Paris time) on 21 February 2022
Date and time required for book entry statement evidencing the right of each Noteholder to participate in the adjourned General Meeting (if applicable)	00:00 a.m. (Paris time) on 22 February 2022, the second business day in Paris preceding the date of the General Meeting
Date and time of adjourned General Meeting (if applicable)	10:30 a.m. (Paris time) on 24 February 2022
Announcement and publication of the results of the adjourned General Meeting (if applicable)	As soon as possible after the holding of the adjourned General Meeting.

#### IV. PROPOSED RESOLUTIONS

##### **FIRST RESOLUTION – Approval of the requalification of the Notes as “green notes” and of the allocation of an amount equivalent to outstanding principal amount of the Notes to the financing or the refinancing of a portfolio of green assets, and acknowledgement of the Issuer’s consequential representations**

The General Meeting, deliberating in accordance with Condition 12 of the Terms and Conditions and voting under the quorum and majority conditions required for the General Meeting,

having taken formal note of the following:

- the Green Financing Framework;
  - the Second Party Opinion provided by Vigeo Eiris on the Green Financing Framework;
  - the Independent Auditors’ Report provided by PricewaterhouseCoopers Auditores, S.L. related to the Allocation; and
  - the Investors’ Presentation,
1. approves the requalification of the Notes as “green notes”, agrees that an amount equivalent to outstanding principal amount of the Notes shall consequently be allocated, from the date of approval of the Resolutions by the General Meeting, by the Issuer to the financing or the refinancing of a portfolio of green assets meeting the environmental criteria described in more detail in the Green Financing Framework (as amended and supplemented) available on the Issuer’s website (the “**Allocation**”) and approves such Allocation; and
  2. acknowledges the following consequential representations made by the Issuer in relation to the Allocation:

*“The Issuer intends to allocate an amount equivalent to the outstanding principal amount of the Notes to the financing and/or refinancing, in whole or in part, of new or existing Eligible Green Assets, as such term is defined in the Issuer's Green Financing Framework dated 22 December 2021, as may be amended and supplemented from time to time, (the “**Framework**”), which is available on the Issuer's website (<https://www.fonciere-lyonnaise.com/wp-content/uploads/2022/01/green-financing-framework.pdf>) and as further described in such Framework.*

*The Issuer will apply processes for project evaluation and selection, management of proceeds, reporting and external reviews consistent with guidelines set out in the Green Bond Principles published by the International Capital Markets Association (as they may be further updated) (the “GBP”) as described in the Framework.*

*The Issuer has appointed Vigeo Eiris to provide a second party opinion (the “Second Party Opinion”) on the Framework, assessing the environmental added value of the Framework and its alignment with the GBP. This Second Party Opinion document will be available on Vigeo Eiris’ website (<http://www.vigeo-eiris.com>) and on the Issuer’s website (<https://www.fonciere-lyonnaise.com/wp-content/uploads/2022/01/second-party-opinion.pdf>). Any such opinion or certification is not, nor should be deemed to be, a recommendation by the Issuer to buy, sell or hold any such Notes. As a result, the Issuer will not be, or shall not be deemed, liable for any issue in connection with its content.”*

## **SECOND RESOLUTION - DEPOSIT AT THE ISSUER’S REGISTERED OFFICE OF THE ATTENDANCE SHEET, THE POWERS OF THE NOTEHOLDERS VOTING BY PROXY, AND THE MINUTES OF THE PRESENT GENERAL MEETING**

The General Meeting decides, in accordance with Article R. 228-74, paragraph 1 of the French *Code de commerce*, that the attendance sheet, the powers of the Noteholders voting by proxy, and the minutes of this General Meeting shall be deposited at the Issuer’s registered office in order to enable any Noteholder to exercise the right of communication granted to it by law.

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This notice was issued by the Issuer on 12 January 2022 and is published in accordance with Conditions 11 and 12 the Terms and Conditions.

### ***Documents made available***

In accordance with paragraph (e) of Condition 12 of the Terms and Conditions, each Noteholder or representative thereof has the right, from the date hereof and during the fifteen (15) calendar day period preceding the holding of the General Meeting on first convocation, and during the five (5) calendar day period preceding the holding of the General Meeting on second convocation, to consult or make a copy of the text of the Proposed Resolutions and of the reports that will be presented to the General Meeting.

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

- this notice of meeting (including the Information Request Form, Participation Form and the Form of Book Entry Statement (as defined below));
- the Proposed Resolutions (the text of which is reproduced on pages 5 to 6 of this notice);
- the Green Financing Framework ([accessible here](#));
- the Second Party Opinion provided by Vigeo Eiris on the Green Financing Framework ([accessible here](#));
- the Independent Auditors’ Report provided by PricewaterhouseCoopers Auditores, S.L. related to the Allocation ([accessible here](#)); and

- the project presentation for investors (the “**Investors’ Presentation**”) ([accessible here](#)).

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

- at the registered office of the Issuer (42 rue Washington – 75008 Paris, France);
- on the Issuer’s website (<https://www.fonciere-lyonnaise.com/en/publications/noteholders-general-meetings/>); and
- from the centralizing agent (the “**Centralizing Agent**”), i.e.:

Société Générale Securities Services  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3, France  
via Elisabeth Bulteau, +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

by completing the Information Request Form attached to this notice of meeting.

If a Noteholder has any question, they should feel free to contact, by letter, by email or by phone:

- the Centralizing Agent, whose contact details are indicated above of the last page of this notice of meeting, for matters regarding the submission of Participation Forms (as defined in the section “Voting Procedures” below) and associated documents or more generally on how to participate in the General Meeting, or
- Crédit Agricole Corporate and Investment Bank (the “**Sole Consent Solicitation Agent**”), whose contact details are indicated on the last page of this notice of meeting, for questions on the Proposed Resolutions.

### *General*

**Noteholders should pay particular attention to the quorum requirements for the General Meeting convened on first and, as the case may be, second convocation, as described below.**

**Noteholders are advised to take the steps described below as soon as possible if they intend to participate in the General Meeting either by attending such meeting physically, or by voting by proxy or by correspondence. Noteholders are informed that they can also attend the General Meeting by videoconference by requesting the relevant access details to the Centralizing Agent but please note that a holder of Notes attending the videoconference will not be able to vote during the videoconference and will have to express its vote, if it intends to vote, by correspondence or to vote by proxy ahead of the General Meeting pursuant to the instructions below.**

The applicable provisions concerning the procedures for the convening and holding of the General Meeting are set forth in the Terms and Conditions of the Notes.

### *Quorum and majority*

Pursuant to paragraph (d)(i) of Condition 12 of the Terms and Conditions, the General Meeting may validly deliberate on first convocation only if the Noteholders present or represented (i.e.

participating in the General Meeting, either by attending physically the General Meeting or by correspondence or proxy), hold at least one fifth (1/5) of the principal amount of the Notes then outstanding. If such required quorum is not reached at the first General Meeting, a second General Meeting will be convened on 24 February 2022, which will be notified to the Noteholders in the same manner. No quorum is required on second convocation.

The General Meeting decides by a two-thirds (2/3) majority of the votes cast by the Noteholders participating in the General Meeting either by attending physically the General Meeting or by correspondence or proxy.

### ***Voting Procedures***

Each Noteholder or its Proxy (as defined in the section “Voting Procedures” below) is entitled to one vote for each Note held or represented by such Noteholder. Any holder of Notes entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Each holder of Notes has the right to participate in the General Meeting in person, by videoconference, by proxy or by correspondence, in accordance with applicable laws and regulations.

In the event that a holder of Notes wishes to participate *in person* in the General Meeting, it shall (i) complete the participation form attached to this notice of meeting (the “**Participation Form**”), and in particular paragraph 2(a) of such form, and (ii) provide evidence of its right to participate in such General Meeting by presenting (a) an admission card obtained from the Centralizing Agent, or (b) absent such admission card, any evidence that the Noteholder is registered in the books of the relevant Account Holders subject to, and in accordance with, paragraph entitled "Voting requirements" below.

In the event that a holder of Notes wishes to participate by videoconference in the General Meeting, such holder of Notes shall make an express request to the Centralizing Agent, whose contact details are indicated on page 7 and the last page of this notice of meeting, and provide the Centralizing Agent with a Valid Form of Book Entry Statement in order to obtain the access details. **Please note that a holder of Notes attending the videoconference will have to express its vote, if it intends to vote, by correspondence or to vote by proxy pursuant to the instructions below: a holder of Notes attending the videoconference will not be able to vote during the videoconference.**

In the event that a holder of Notes does not wish to participate in person in the General Meeting, such Noteholder may:

1. *vote by correspondence*: in that case, the Noteholder shall complete the paragraph 2(b) of the Participation Form
2. *vote by proxy* given:
  - a. either to the Chairman (as defined below) of the meeting: in this case, the holder of Notes shall complete paragraph 2(c) of the Participation Form without indicating the name of the representative; or
  - b. to a representative of his choice (a “**Proxy**”) to act on its behalf in connection with the General Meeting, provided, however, that, in accordance with articles L.228-62 and L.228-63 of the French *Code de commerce*, a Noteholder shall be prohibited from appointing as Proxy certain persons, including, without



limitation, the Chief Executive Officer or the members of the Board of Directors of the Issuer, or its auditors and employees. In that case, the Noteholder shall complete paragraph 2(c) of the Participation Form and indicates the last name, first name(s) and address of such Proxy.

Any proxy must be given in writing, signed by the relevant holder of Notes and indicate the last name, first name(s) and address of the Proxy, if different from the Chairman of the meeting. Such proxy can be revoked in the same form as that required for the appointment of such proxy.

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

**Participation 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** compliant with the voting requirements for the relevant Notes as set out in the paragraphs below entitled "Voting requirements " and substantially in the form attached to this notice of meeting (a "**Form of Book Entry Statement**") duly completed and signed by the relevant Account Holder or in such form as is regularly used by the Account Holder (a "**Valid Book Entry Statement**"), and (iii) **are received by the Centralizing Agent no later than 31 January 2022 at 11:59 p.m. (Paris Time) for the General Meeting on first convocation or no later than 21 February 2022 at 11:59 p.m. (Paris Time) if the General Meeting meets on a second convocation (i.e. at least three (3) days before the date of the relevant 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 as well as admission cards are available upon request from the Centralizing Agent (contact details below). The holders of Notes 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 to the provisions set out in the paragraph "Voting requirements" below.

### ***Voting requirements***

In accordance with Article R.228-71 of the French *Code de commerce* and paragraph (d) of Condition 12 of the Terms and Conditions, 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 or the Issuer (as the case may be) of the name of such Noteholder **as of 0:00 (zero a.m.) Paris time, on the second (2nd) business day in Paris preceding the date set for the General Meeting (i.e., on 1 February 2022 at 00.00 (zero a.m.) (Paris Time) on first convocation or on 22 February 2022 at 00.00 (zero a.m.) (Paris Time) if the General Meeting meets on a second convocation) (the "Record Date")**.

In accordance with Article R. 228-71 of the French *Code de commerce*, a holder of Notes 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, the Issuer will invalidate or modify accordingly such vote as may have been exercised in the Participation Form of such Noteholder

sent prior to the Record Date. The relevant Account Holder shall notify such sale to the Centralizing Agent with all necessary information.

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

Société Générale Securities Services  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3, France  
via Elisabeth Bulteau, +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com),

and can also be downloaded from the Issuer's website (<https://www.fonciere-lyonnaise.com/en/publications/noteholders-general-meetings/>).

The Issuer has the power to waive or adjourn the General Meetings.

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

The Chairman of the General Meeting (the “**Chairman**”) shall be the Representative of the *Masse*, as designated in the Terms and Conditions.

#### ***Costs***

In accordance with paragraph (f) of Condition 12 of the Terms and Conditions, the Issuer shall bear all of the costs for the calling and holding of the General Meeting and, more generally, all administrative costs resolved upon by General Meeting. No expenses may be imputed against interest payable under the Notes.

The Chief Executive Officer (*Directeur général*)

#### ***Attachments***

- Information Request Forms
- Participation Forms
- Form of Book Entry Statements

***The Issuer confirms that it has authorised (i) Crédit Agricole Corporate and Investment Bank acting as Sole Consent Solicitation Agent to act on its behalf in connection with the present consent solicitation and (ii) Crédit Agricole Corporate and Investment Bank acting as Consent Solicitation Agent and Société Générale Securities Services acting as Sole Centralizing Agent to use and/or disseminate the relevant materials in connection with the present consent solicitation.***

***Neither Crédit Agricole Corporate and Investment Bank nor the Centralizing Agent expresses any view or make any recommendations as to the merits of the Proposed Resolutions or any view on whether a Noteholder would be acting in its best interests in voting for or against the Proposed Resolutions. The holders of Notes should thoroughly examine the information contained in this notice, consult their personal Account Holder and financial, legal, accounting, tax and investment advisers and make an independent decision taken on the basis of the information disclosed in connection with the General Meeting.***

**SOCIETE FONCIERE LYONNAISE**

*Société anonyme* (public limited company) with share capital of €85,729,430  
Registered office: 42 rue Washington – 75008 Paris, France  
552 040 982 RCS PARIS  
(the “**Issuer**”)

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**INFORMATION REQUEST FORM**  
**GENERAL MEETING ON 3 FEBRUARY 2022 AT 10:30 A.M. (PARIS TIME)**  
**AT 42 RUE WASHINGTON 75008 PARIS, FRANCE,**  
**OF THE HOLDERS OF**  
**EUR 500,000,000 1.500 PER CENT NOTES DUE 29 MAY 2025**  
**ISSUED BY THE ISSUER ON 29 MAY 2018**  
**(ISIN: FR0013335767)**  
**(the "Notes")**

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**Form to be sent to:**  
**Société Générale Securities Services**  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3, France  
via Elisabeth Bulteau, +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

First name and Family name *or* Legal name of the Noteholder:  
.....  
.....  
Address or registered office:  
.....  
.....  
Email: ..... @  
.....

Kindly request to receive, free of charge, the documents stated in the paragraph entitled “*Documents available for inspection*” of the notice of meeting issued by Société Foncière Lyonnaise in view of the general meeting of the holders of the Notes scheduled for 3 February 2022 at 10:30 a.m. (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):  
 By email     By mail at the address above

Signed in ..... on .....

**Signature of the Noteholder**

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

**SOCIETE FONCIERE LYONNAISE**

A *société anonyme* (public limited company) with share capital of €85,729,430  
 with its registered office at 42 rue Washington, 75008 Paris, France  
 552 040 982 RCS PARIS  
 (the "Issuer")

**PARTICIPATION FORM****GENERAL MEETING ON 3 FEBRUARY 2022 AT 10:30 A.M. (PARIS TIME)****AT 42 RUE WASHINGTON, 75008 PARIS, FRANCE****OF THE HOLDERS OF****EUR 500,000,000 1.500 PER CENT. NOTES DUE 29 MAY 2025 ISSUED BY THE ISSUER ON 29 MAY 2018****(ISIN: FR0013335767)****(the "Notes")**

Please note that in order for this Participation Form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.

For instructions on how to participate in this General Meeting, please carefully read the back of this form.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of meeting issued by Société Foncière Lyonnaise in view of this General Meeting.

**1/ NOTEHOLDER INFORMATION**

<b>First name and Family name or Legal name</b>	
<b>Address or Registered office</b>	
<b>Number of Notes held</b> <i>The Notes are in bearer form (join a Form of Book Entry Statement, please read on the back)</i>	

**2/ PARTICIPATION AT THE GENERAL MEETING (tick the selected option)**

*This Participation Form delivered for a General Meeting will be valid for successive meetings convened on the same agenda.*

a. o **I WISH TO ATTEND** this General Meeting and ask for an admission card.

b. o **I VOTE BY CORRESPONDENCE**

Having taken formal note of the (2) two Proposed Resolutions proposed for the vote of the Noteholders at the General Meeting scheduled for 3 February 2022 at 10:30 a.m. (Paris time) at 42 rue Washington, 75008 Paris, France and pursuant to article L. 228-61 of the French *Code de commerce*, I hereby cast my vote on the (2) two Resolutions as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain (equivalent to « Against »)</b>
Resolution n°1			
Resolution n°2			

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

c. o **I APPOINT AS PROXY**, without possibility of substitution or subdelegation:

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

1. to represent me at the General Meeting, scheduled for 3 February 2022 at 10:30 a.m. (Paris time) at 42 rue Washington, 75008 Paris, France or at any adjournment thereof; and

2. to attend the General Meeting, 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 (complete and sign)**

**Warning: this form must be received by Société Générale Securities Services at the latest on 31 January 2022 at 11:59 (p.m.) (Paris time)**

<b>First name and Family name of the signatory</b>		<b>Date</b>	
<b>Quality</b>		<b>Signature</b>	

## HOW TO PARTICIPATE IN THIS GENERAL MEETING

To participate, your Notes must have been entered in your name on a securities account maintained by an account holder on the second (2nd) business day in Paris preceding the date of the General Meeting at 00.00 (zero a.m.) (Paris Time).

**If you wish to attend the videoconference of the General Meeting, you must specifically request access details from the Centralizing Agent.**

### **RETURN OF THIS FORM**

Please return this Participation Form fully completed and signed as per the instructions below to your account holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent, Société Générale Securities Services:

**Société Générale Securities Services**

32 rue du Champ de Tir – CS 30812

44308 Nantes Cedex 3, France

via Elisabeth Bulteau, 02 51 85 65 93

Mail: [agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

<p><b><u>In order to be taken into account for the General Meeting, this form fully completed and signed must be received by the Centralizing Agent, Société Générale Securities Services, no later than 31 January 2022, 11:59 (p.m.) (Paris time) (i.e. at least 3 days before the General Meeting).</u></b></p>
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### **OPTIONS FOR ATTENDING THE GENERAL MEETING**

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

You can 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 Valid Book Entry Statement and (ii) a current identity card or passport and, (iii) if applicable, a recent K-bis extract, and a power of attorney, if relevant. You will not enter the meeting without one of these documents.

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

You must send to the Centralizing Agent in accordance with the instructions above in the paragraph "Return of this Form" the present Participation Form, filled out and signed, with (i) the box "I vote by correspondence" under **paragraph 2(b)** of the form ticked and (ii) one of the three boxes "FOR", "AGAINST" or "ABSTAIN" also ticked for each of the Resolutions n°1 and 2. **Forms not indicating any vote or expressing an abstention shall be considered as negative votes.**

#### **3/ Appoint a proxy (subject to certain legal prohibition)**

You must send to the Centralizing Agent in accordance with the instructions above in the paragraph "Return of this Form" or give to your chosen proxy, the present Participation Form, (i) filled out and signed, (ii) with the box "I appoint as proxy" under **paragraph 2(c)** of the form ticked and (iii) 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 (i.e. the Representative of the Masse) as your proxy.

In accordance with the provisions of Article L. 228-62 of the French *Code de commerce*, please note that (i) the Chief Executive Officer of Société Foncière Lyonnaise, (ii) the members of its Management Board, (iii) its general managers (*directeurs généraux*), (iv) its statutory auditors, or (v) its employees as well as (vi) 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 Resolutions will be counted as a vote against the Resolutions.**

**Any ballot with two contradictory votes for the Resolutions will be counted as a vote against the Resolutions. 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 Issuer's capital shall not vote with the Notes it holds at the General Meeting.

**SOCIETE FONCIERE LYONNAISE**

*Société anonyme* (public limited company) with share capital of €85,729,430  
Registered office: 42 rue Washington – 75008 Paris, France  
552 040 982 RCS PARIS  
(the “Issuer”)

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**FORM OF BOOK ENTRY STATEMENT  
GENERAL MEETING ON 3 FEBRUARY 2022 AT 10:30 A.M. (PARIS TIME)  
AT 42 RUE WASHINGTON 75008 PARIS, FRANCE,  
OF THE HOLDERS OF  
EUR 500,000,000 1.500 PER CENT NOTES DUE 29 MAY 2025  
ISSUED BY THE ISSUER ON 29 MAY 2018  
(ISIN: FR0013335767)  
(the "Notes")**

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**This form shall be filed in by your account holder and shall be returned to:**

**Société Générale Securities Services**  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3, France  
via Elisabeth Bulteau, +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

WE, THE UNDERSIGNED,

Account holder: \_\_\_\_\_

Represented by: \_\_\_\_\_

ACTING AS ACCOUNT HOLDER,  
HEREBY CERTIFY THAT

First name and Family name or Legal name: \_\_\_\_\_

Address or Registered office: \_\_\_\_\_

is the holder of \_\_\_\_\_ Notes.

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralizing Agent of the General Meeting referred to herein in case of sale of all or part of the above-mentioned Notes before 00.00 (zero a.m.) (Paris Time) on the second (2<sup>nd</sup>) business day preceding the date of such meeting (*i.e.*, before 00.00 zero a.m. (Paris Time) on 1 February 2022), the above-mentioned holder of Notes is entitled to participate at such General Meeting of Noteholders, scheduled for 3 February 2022, 10:30 a.m. (Paris time) at 42, rue Washington, 75008 Paris, France.

Signed in \_\_\_\_\_ on \_\_\_\_\_

**Signature**

**Stamp of the Account holder**

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of meeting issued by Société Foncière Lyonnaise on 12 January 2022 in view of this General Meeting.

**ISSUER**

**SOCIETE FONCIERE LYONNAISE**

42, rue Washington  
75008 Paris  
France  
+33 1 42 97 27 00

**SOLE CONSENT SOLICITATION AGENT**

**CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK**

12, Place des Etats-Unis  
CS 70052  
92547 Montrouge Cedex  
France

Telephone: +44 207 214 5733  
Attention: Liability Management  
Email: [liability.management@ca-cib.com](mailto:liability.management@ca-cib.com)

**CENTRALIZING AGENT**

Société Générale Securities Services  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3  
France  
via Elisabeth Bulteau, +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

**FISCAL AGENT**

**BNP PARIBAS SECURITIES SERVICES**

(Numéro affilié à Euroclear France 29106)  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France

**REPRESENTATIVE OF THE MASSE**

**DIIS GROUP**

12 rue de Vivienne  
75002 Paris  
+33 1 88 61 75 15  
[rmo@diisgroup.com](mailto:rmo@diisgroup.com)