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Informazione  
Regolamentata

Nome utilizzatore : IGDN01 - Di Donato

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Data/Ora Ricezione : 05 Ottobre 2023 09:32:34

Data/Ora Inizio  
Diffusione : 05 Ottobre 2023 09:32:36

Oggetto : Notice of meeting in extraordinary session  
of the Securityholders of the outstanding  
"€400,000,000 2.125 per cent Fixed Rate  
Notes due Nov 2024"

*Testo del comunicato*

Vedi allegato.

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF SECURITYHOLDERS. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY TO ANY U.S. PERSON (AS DEFINED IN REGULATION S OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT")) OR ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA OR THE DISTRICT OF COLUMBIA (COLLECTIVELY, THE UNITED STATES) OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT. IF THERE ARE ANY DOUBTS ABOUT THE ACTIONS TO BE TAKEN, SECURITYHOLDERS SHOULD IMMEDIATELY CONTACT THEIR INDEPENDENT PROFESSIONAL ADVISORS (IF THE SECURITYHOLDER IS IN THE UK, AN AUTHORIZED ADVISOR UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000)**



**IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA S.P.A.**

Registered office in Bologna, Via Trattati Comunitari Europei 1957-2007, 13  
 Share capital subscribed and paid-in, € 650,000,000.00  
 Broken down into no. 110,341,903 ordinary shares  
 VAT and Bologna Company Register no: 00397420399  
 Bologna Chamber of Commerce (R.E.A.) no.: 458582  
 Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

**NOTICE OF MEETING IN EXTRAORDINARY SESSION  
 OF THE SECURITYHOLDERS**

of the outstanding "€400,000,000 2.125 per cent. Fixed Rate Notes due 28 November 2024" (ISIN: XS2084425466) (the "**Existing Notes**" or the "**Securities**") of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. ("**IGD**" or the "**Issuer**")

The meeting of the securityholders (the "**Existing Noteholders**" or the "**Securityholders**") is convened, on single call, in Bologna (BO), Via Trattati Comunitari Europei 1957-2007, no. 13, on 14 November 2023, at 5 p.m. (CET) as per the methods described herein to discuss and resolve on the following

**AGENDA**

1. Approval, pursuant Article 2415, paragraph 1, n. 2 of the Italian Civil Code, and by means

of an extraordinary resolution, of amendments to the terms and conditions of the "€400,000,000 2.125 per cent. Fixed Rate Notes due 28 November 2024" (ISIN XS2084425466) consisting, *inter alia*, in the amendment of the maturity, the early redemption options, and interest; related and consequent resolutions.

It is submitted to the meeting the following proposal of extraordinary resolution, concerning the approval of amendments to the terms and conditions of the Securities (the "**Extraordinary Resolution**") which have been previously approved by the Board of Directors of the Issuer on 11 November 2019, pursuant to the terms and conditions of the Securities (the "**Conditions**").

### **EXTRAORDINARY RESOLUTION**

*"The meeting (the "**Meeting**") of the securityholders (the "**Securityholders**") of the "€400,000,000 2.125 per cent. Fixed Rate Notes due 28 November 2024" (ISIN XS2084425466) (the "**Securities**"), issued by Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. or abbreviated IGD SIIQ S.p.A. (the "**Issuer**") based on a resolution of the Board of Directors of the Issuer dated 11 November 2019;*

*resolves:*

1. *to approve, pursuant to Article 2415, paragraph 1, n. 2 of the Italian Civil Code, the amendments to the terms and conditions of the Securities, as analytically set out in the document attached as annex A to the minutes of this Meeting, consisting, inter alia, in the amendment of the maturity, the early redemption options and interest of the Securities;*
2. *to approve the amendment of the agency agreement dated 28 November 2019 (the "**Agency Agreement**") entered into between the Issuer and BNP Paribas, Luxembourg Branch (formerly BNP Paribas Securities Services, Luxembourg Branch), in its capacity as paying agent (the "**Paying Agent**"), by way of a supplemental agency agreement in the manner set out in the draft of the supplemental agency agreement which, if this Extraordinary Resolution is duly passed, will be entered into between the Issuer and the Paying Agent to amend the terms and conditions of the Agency Agreement in connection, among others, with the amendment of the terms and conditions of the Securities (the "**Supplemental Agency Agreement**"), the draft of the Supplemental Agency Agreement being substantially in the form submitted to the Meeting and made available on the Issuer's website;*
3. *to approve the amendments to the deed of covenant of November 28, 2019 (il "**Deed of***

**Covenant**”) entered into by the Issuer, through a so-called amended deed of covenant in accordance with the provisions of the draft of such amended deed of covenant, which, in the event of lawful approval of this Extraordinary Resolution, will be entered into by the Issuer for the purpose of amending the terms and conditions of the Deed of Covenant in the framework of, inter alia, the amendment of the Securities (the **“Amended Deed of Covenant”**), the draft of the Amended Deed of Covenant being substantially in the form submitted to the Meeting and made available on the Issuer’s website;

4. to authorise, instruct, request, delegate and empower the Issuer to (i) subscribe the Amended Deed of Covenant and the Supplemental Agency Agreement, as well as the new Global Notes (if any) and the amended Global Notes; and (ii) authorise, instruct, request, delegate and empower the Paying Agent to execute the Supplemental Agency Agreement, the draft of the Supplemental Agency Agreement being substantially in the form submitted to the Meeting and made available on the Issuer’s website, with such amendments (if any) thereto as the Issuer may deem appropriate in its absolute discretion and to arrange and refine all such other deeds, instruments, acts and things as may be necessary or expedient to carry out and to give effect to this Extraordinary Resolution and the implementation of the amendments referred to in paragraphs 1 to 3 of this Extraordinary Resolution;
5. to approve the preparation of, and entry into of, any documentation in relation thereto which the competent authorities may require to be prepared in connection with the amendment to the Securities and related amendments described in this Extraordinary Resolution;
6. to authorise, instruct, request, delegate and empower the Paying Agent to enter into and refine, in its absolute discretion all such deeds, instruments, acts and things as may be necessary or expedient to carry out and to give effect to this Extraordinary Resolution;
7. to waive any claim that the Securityholders may have against the Paying Agent arising as a result of any loss or damage (including legal fees and taxes) which the Securityholders may suffer or incur as a result of the Paying Agent taking any action in accordance with this Extraordinary Resolution and the Securityholders further confirm that they will not seek to hold the Paying Agent liable for any such loss or damage (including legal fees and taxes), whether or not such losses were foreseeable to the Paying Agent;
8. to acknowledge and recognize that the matters – and more generally – the resolutions on the agenda do not extinguish or replace the obligations deriving from the Securities or otherwise arising out therefrom;

9. *to acknowledge and recognize that capitalised terms used in this Extraordinary Resolution and not otherwise defined have the same meanings as given to them in the Terms and Conditions and in the Agency Agreement;*
10. *to approve, authorise and assent to every abrogation, amendment and modification, compromise or arrangement in respect of the rights of the Securityholders against the Issuer whether such rights shall result from the Agency Agreement or pertain to or result from this Extraordinary Resolution, the amendments referred to in this Extraordinary Resolution (including but not limited to the amendment of the maturity, the early redemption options, and interest of the Securities), or their implementation and/or the amendments and modifications to the Agency Agreement or their implementation (in the manner set out in the draft Supplemental Agency Agreement); and*
11. *vest the Board of Directors – and, on its behalf, the Chairmain and the Chief Executive Officer, severally and with power to sub-delegate – with any powers necessary to implement the resolutions set out in the paragraphs above and carry out anything required, appropriate, instrumental and/or connected for the successful implementation of these resolutions."*

\* \* \*

## DEFINED TERMS

Unless the context otherwise requires, capitalized terms used but not defined in this Notice shall have the meaning given in the memorandum relating to the exchange offer, tender offer and consent solicitation published on the Issuer's website (<https://www.gruppoigd.it/>), within the "Investor Relations" section (the "**Memorandum**").

## BACKGROUND AND RATIONALE FOR CONVENING THE MEETING

The Consent Solicitation is launched in the context of a transaction which envisages the invitation by IGD to the Qualifying Holders (within the meaning of the Memorandum) of the Existing Notes (*i.e.* the outstanding "*€400,000,000 2.125 per cent. Fixed Rate Notes due November 28, 2024*" (ISIN XS2084425466) issued by IGD on 28 November 2019): (A) to offer to exchange any and all of such Existing Notes for (i) newly issued euro-denominated senior fixed rate notes to be issued by IGD (the "**New Notes**") and (ii), if applicable, an Early Cash Component (as defined and further described herein), such invitation, the "**Exchange Offer**", (B) to offer to tender any and all of such Existing Notes for purchase by the Issuer for cash (the "**Tender Offer**"), and (C) to consider and, if thought fit, approve certain modifications to the Existing Notes' terms and conditions and the related documents (the "**Consent Solicitation**", and together with the Exchange Offer and the Tender Offer, the "**Invitations**").

The explanatory report prepared by the Board of Director and the Memorandum, which can be found on the Issuer's website (<https://www.gruppoigd.it/>), within the "Investor Relations" section, as well as with other methods as below, provide further details on the background and rationale for the proposed amendment of the Existing Notes and related amendment to the terms and conditions.

The Existing Noteholders, before deciding to vote in favour of the Extraordinary Resolution proposal, are urged to read the Memorandum and the explanatory report prepared by the Board of Directors and other documents relating to this Meeting, made available on the Issuer's website (<https://www.gruppoigd.it/>), within the "Investor Relations" section.

## EXCHANGE OFFER, TENDER OFFER AND CONSENT SOLICITATION

A Qualifying Holder wishing to participate in the Exchange Offer, Tender Offer and the Consent Solicitation must submit, or arrange for a Direct Participant to submit on its behalf, before 5.00 p.m. (CET) on 10 November 2023 (the "**Expiration Deadline**") and before the deadlines set by each Clearing System, a duly completed Electronic Instruction Notice (in the form of an authenticated SWIFT message, Euclid server or Creation Instruction to the relevant Clearing System) or a Consent Instruction. Qualifying Holders should check with the Intermediary through

which they hold their Existing Notes whether such Intermediary will apply different deadlines for participation to those set out herein and in the Memorandum and, if so, should follow those deadlines. The submission of the Existing Notes for exchange or tender by a Qualifying Holder will be deemed to have occurred upon receipt by the relevant Clearing System of a valid Electronic Instruction Notice in accordance with the requirements of such Clearing System.

Each Qualifying Holder delivering a valid Electronic Instruction Notice (in favour of the Extraordinary Resolution) to Kroll Issuer Services Limited (the “**Tender, Exchange, Information and Tabulation Agent**”) by 5.00 p.m. CET on 13 October 2023 (the “**Early Deadline**”) (as the same may be extended at the Issuer's sole and absolute discretion), is eligible to (i) receive the Early Cash Component (meaning an aggregate nominal amount of Existing Notes validly offered for exchange by a Qualifying Holder prior to the Early Deadline and accepted by the Issuer *minus* the principal amount of New Notes received by such Qualifying Holder as determined in accordance with the provisions of the Memorandum) or (ii) obtain an Allocation Code (as defined in the Memorandum) provided by the Sole Dealer Manager which represents an allocation of New Notes equal to 90% of the nominal amount of the Existing Notes validly tendered by a Qualifying Holder and accepted by the Issuer. Qualifying Holders who submit a Consent Instructions or who make arrangements to be represented and vote at the Meeting other than by submitting a valid Electronic Instruction Notice by the Early Deadline or who do not submit an Electronic Instruction Notice will not be eligible to receive the Early Cash Component.

Submitting its Electronic Instruction Notices by the Expiration Time an Existing Noteholder will both, at the same time (i) offer or tender Existing Notes for exchange or purchase by the Issuer, as the case may be, and (ii) vote in favour of the Extraordinary Resolution at the Meeting, provided that such Electronic Instruction Notices have not been validly revoked.

No Early Cash Component will be payable to any Qualifying Holders (i) submitting an Electronic Instruction Notice after the expiration of the Early Deadline, (ii) submitting a Consent Instruction, (iii) attending and voting at the Meeting in person or through a representative or proxy (therefore other than by submitting a valid Electronic Instruction Notice), (iv) voting against the Extraordinary Resolution or abstaining from voting or (v) validly revoking its Electronic Instruction Notice. Qualifying Holders who do not participate in either the Exchange Offer or the Tender Offer will not receive any Early Cash Component.

The Issuer will at any time have the discretion to accept any Electronic Instruction Notice or Consent Instruction which would otherwise be invalid or, in the sole opinion of the Issuer, may otherwise be invalid. The Issuer may reject any Electronic Instruction Notice or Consent Instruction which it considers in its sole discretion not to have been validly submitted in the Consent Solicitation

and the Issuer is under no obligation to the Qualifying Holders to furnish any reason or justification for refusing to accept such Electronic Instruction Notice or Consent Instruction.

The Issuer urges consent in relation to the Meeting as more widely described in the Memorandum.

**The Exchange Offer, the Tender Offer and the Consent Solicitation are intended exclusively for Securityholders: (i) who are Qualifying Holders (as defined in the Memorandum); (ii) who are not a Sanctions Restricted Person (as defined in the Memorandum); and (iii) to which the Exchange Offer, Tender Offer and the Consent Solicitation can be lawfully addressed and who can lawfully participate in the Exchange Offer, in the Tender Offer and in the Consent Solicitation, as specified in the Memorandum.**

**The Exchange Offer, the Tender Offer and the Consent Solicitation are not aimed at any Securityholder whose participation in the Exchange Offer, the Tender Offer or in the Consent Solicitation would violate the laws or regulations of its jurisdiction of residence or domicile or whose participation in the Exchange Offer, in the Tender Offer or in the Consent Solicitation is excluded under the Memorandum.**

\* \* \*

**ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS ON THE PART OF SECURITYHOLDERS REPRESENTING AT LEAST 2.5% OF THE SHARE CAPITAL (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, FIRST PERIOD OF LEGISLATIVE DECREE No. 58/98)**

Securityholders who, individually or jointly, represent at least 2.5% of the principal amount of the outstanding Existing Notes in respect of the Meeting may request, in writing, within ten calendar days from the publication of this Notice (*i.e.* by 16 October 2023), the addition of further items on the agenda to be discussed at the Meeting, or submit proposals for resolutions on items already on the agenda (it being understood, in this last regard, that the person who has the right to vote may, in any case, individually submit proposals for resolution to the Meeting).

Securityholders wishing to exercise such rights must request the relevant Clearing System to issue evidence of such Securityholders' entitlement confirming ownership of the above-mentioned portion of the Existing Notes and provide it to the Issuer. Requests for integration of the agenda and resolution proposals on the items already on the agenda may be sent to the Issuer to the following certified e-mail address: [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it).

The Issuer will notify any additions to the agenda, or the submission of further proposals for resolutions on items already on the agenda, in the same manner as that prescribed for the publication of the Notice, at least fifteen (15) calendar days before the date set for the Meeting



(*i.e.* by 30 October 2023). Simultaneously, IGD will make available to the public, in the same manner, the report prepared by the requesting Existing Noteholders and/or any further proposals for resolutions submitted, accompanied by any assessments made by the Board of Directors.

### **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to Article 127-*ter* of the Legislative Decree no. 58/98, Securityholders who are entitled to vote may ask questions about the items on the agenda also before the Meeting.

The questions, together with appropriate documentation providing evidence of the Securityholders' entitlement as at the Record Date (as defined below), must be submitted to the Issuer by sending them to the following certified e-mail address: [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it).

The Issuer must receive the questions within the seventh trading day on which the Irish Stock Exchange trading as Euronext Dublin is open prior to the date of the Meeting (*i.e.* no later than 3 November 2023). Questions received by such date and which are relevant to the items on the agenda will be answered by two days before the Meeting and published on the Issuers' website (<https://www.gruppoigd.it/>), within the "Investor Relations" section.

## **PROCEDURES THAT SECURITYHOLDERS MUST RESPECT IN ORDER TO PARTICIPATE AND EXERCISE VOTING RIGHTS**

### **EXERCISE OF VOTING RIGHTS**

Pursuant to art. 83-*sexies* of Legislative Decree n. 58/98 only those Securityholders who hold the Existing Notes on 3 November 2023, being the seventh trading day on which the Irish Stock Exchange trading as Euronext Dublin is open for business prior to the date of the Meeting (the "**Record Date**"), as certified by Euroclear Bank SA/NV ("**Euroclear**") or Clearstream Banking, S.A. ("**Clearstream, Luxembourg**" and, together with Euroclear, the "**Clearing Systems**") on the basis of the accounting records, are entitled to participate in the Meeting. Securityholders who transfer their Existing Notes after the Record Date shall have the right to attend and vote at the Meeting.

Each Securityholder wishing to attend the Meeting must request the relevant Clearing System to issue evidence of the Securityholder's entitlement by sending such evidence to the Tender, Exchange, Information and Tabulation Agent on behalf of the Issuer by no later than 5 p.m. (CET), on the third trading day on which the Irish Stock Exchange trading as Euronext Dublin is open for business prior to the date of the Meeting (*i.e.* by 9 November 2023), based on the accounting records of that Clearing Systems at Record Date. Securityholders submitting Electronic Instruction

Notices or Consent Instructions to the Clearing Systems are not required to request such evidence to be sent to the Tender, Exchange, Information and Tabulation Agent.

In addition to the foregoing, pursuant to applicable Italian laws and regulations, the right to attend and vote shall also be legitimate if the notice is received by the Tender, Exchange, Information and Tabulation Agent, on behalf of the Issuer after 5.00 pm (CET) on 9 November 2023, provided that it is received before the beginning of the Meeting. The Securityholders becoming owners of the Existing Notes after the Record Date are not entitled to attend or vote at the Meeting.

If the beneficial owner of the Existing Notes is not a Direct Participant (as defined below), such Securityholder must arrange for the Direct Participant through which it holds the relevant Existing Notes to complete on its behalf the procedure required to attend and vote at the Meeting.

For more information, please refer to the Memorandum.

### **ATTENDANCE IN PERSON OR BY MEANS OF TELECONFERENCE**

The Securityholders and their respective representatives shall be entitled to participate in the Meeting in person or by means of teleconference, provided that all participants can be identified.

Securityholders and their respective representatives or proxies wishing to attend the Meeting shall contact the Tender, Exchange, Information and Tabulation Agent no later than 48 hours prior to the commencement of the Meeting to obtain the relevant dial-in details.

The request to obtain the dial-in details for the Meeting shall be sent by the person entitled to attend the Meeting (the “**Entitled Person**”) to the Tender, Exchange, Information and Tabulation Agent at the email address: [igd@is.kroll.com](mailto:igd@is.kroll.com), together with the following information:

- identification data of the Entitled Person (name and surname, tax code or equivalent international code, complete address of the domicile) and telephone number;
- an undersigned ID copy of the Entitled Person and, if the Entitled Person is the representative of a legal entity, the documentation proving his or her representative powers;
- if the Entitled Person is a proxy or a sub-proxy holder, a copy of the proxy and of the sub-proxy granted to the Entitled Person, if any, and a signed copy of the ID of the person granting the proxy/sub-proxy;
- evidence that the Existing Notes held by the Entitled Person have been blocked on the Clearing Systems.

By requesting the dial-in details of the Meeting, each Entitled Person (as well as their representatives) shall be deemed to have fully understood and consented to any process governing the participation by means of teleconference. Securityholders who have appointed the Tender,

Exchange, Information and Tabulation Agent as proxy in respect of the Existing Notes in relation to the Meeting by means of a Consent Instruction will be unaffected by the Tender, Exchange, Information and Tabulation Agent attending the Meeting via teleconference and will not be requested to take any further action. The Issuer shall not be liable for any problem of technical nature not deriving from the Issuer's internal system and preventing the Entitled Persons from sending or receiving emails as indicated above or connecting to the Meeting by means of the teleconference system made available by the Issuer.

The directors and statutory auditors of the Issuer, the secretary of the Meeting (if any), the notary and any other person (other than Securityholders) whose participation in the Meeting is required may attend the Meeting by being physically present at Via Trattati Comunitari Europei 1957-2007 n. 13, 40127 Bologna, Italy or by means of teleconference provided that they can be identified and exercise their respective rights. It shall not be required for the chair, the secretary and/or the notary to be in the same location during the time of the Meeting.

## **DOCUMENTATION**

The following documents (as applicable) are available upon request to inspection and/or collection up to 15 minutes before the Meeting at the office of the Issuer, and upon request to the Tender, Exchange, Information and Tabulation Agent to be sent to the following email address: [igd@is.kroll.com](mailto:igd@is.kroll.com):

- this Notice;
- the explanatory report of the Board of Directors of the Issuer;
- the Memorandum;
- the Agency Agreement;
- the draft of the Supplemental Agency Agreement;
- the Deed of Covenant;
- the draft of the amended and restated Deed of Covenant;
- the updated permanent Global Note.

The documents above will also be available to the public on IGD's website ([www.gruppoigd.it](http://www.gruppoigd.it)), "Investor Relations" section, as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by Teleborsa S.r.l., and in accordance with the further modalities set by Law. The documentation related to the Meeting is also available at the

Issuer's registered office.

## General Provisions

**The Securityholders' attention is drawn to the voting procedures, quorum and other requirements for the approval of the Extraordinary Resolution that are described in the paragraphs "*Procedures for Voting*" and "*Quorum*" below. In relation to these requirements, Securityholders are invited to take the necessary actions to attend or to be duly represented in the Meeting.**

**Securityholders, where they are not certain of the consequences of voting in favour of the Extraordinary Resolution, are invited to seek legal and financial advice, including with regard to the tax consequences.**

## PROCEDURE FOR VOTING

Existing Noteholders wishing to attend a Meeting in person or through a representative may obtain a Voting Certificate (as defined below) from the relevant Clearing System (directly or through its own accountholders and in accordance with the procedures of the relevant Clearing System) or, if they do not wish to attend and vote at a Meeting in person or through a representative of their choice, submit an Electronic Instruction Notice or a Consent Instruction through the relevant Clearing System to the Tender, Exchange, Information and Tabulation Agent at the email address [igd@is.kroll.com](mailto:igd@is.kroll.com), by instructing the Fiscal Agent to appoint a proxy to attend and vote at such Meeting in accordance with its instructions.

Submitting its Electronic Instruction Notices by the Expiration Time an Existing Noteholder will both, at the same time (i) offer or tender Existing Notes for exchange or purchase by the Issuer, as the case may be, and (ii) vote in favour of the Extraordinary Resolution at the Meeting, provided that such Electronic Instruction Notices have not been validly revoked.

A "**Consent Instruction**" is an electronic instruction delivered by a direct account holder with any relevant Clearing System shown in the records of such relevant Clearing System as being a Qualifying Holder ("**Direct Participant**") through the relevant Clearing System to the Tender, Exchange, Information and Tabulation Agent, instructing the Fiscal Agent to give voting instructions to a proxy (or its representative) to attend and vote at the Meeting on its behalf and in accordance with its instructions and stating that the vote(s) attributable to the Existing Notes that are the subject of such electronic instruction should be cast in a particular way in relation to the Extraordinary Resolution (either in favour of or against the Extraordinary Resolution) and specifying whether or not such Existing Notes are beneficially owned by a Sanctions Restricted Person.

As the Consent Instruction is an instruction to participate in the Consent Solicitation, and not the

Exchange Offer or the Tender Offer, any Qualifying Holder submitting a Consent Instruction will not be entitled to receive any Early Cash Component.

In order to be valid, Electronic Instruction Notices and Consent Instructions must be submitted in respect of a principal amount of Existing Notes of no less than €100,000, and may be submitted in integral multiples of €1,000 thereafter.

Consent Instructions must be received by the Tender, Exchange, Information and Tabulation Agent within the Expiration Deadline, taking into account the deadlines set by the Clearing Systems and any intermediary through which a Securityholder holds their Existing Notes. Securityholders may also vote in relation to the Consent Solicitation in accordance with the other procedures set out in the Memorandum. Pursuant to the Agency Agreement, the Securityholders may obtain a voting certificate ("**Voting Certificate**") from the Fiscal Agent not later than close of business two Italian business days before the date fixed for the Meeting by making appropriate arrangements with the Clearing Systems in accordance with their internal procedures.

An Existing Noteholder must request the relevant Clearing System to block the relevant Existing Notes in such Existing Noteholder's own account and to hold the same to the order or under the control of the Fiscal Agent in order to obtain Voting Certificates or to give Electronic Instruction Notices or Consent Instructions in respect of such Meeting.

Existing Notes so blocked will not be released until the earlier of:

- (i) in respect of Voting Certificate(s):
  - (a) the conclusion of the Meeting (or, if applicable, any adjournment of the Meeting); and
  - (b) the surrender of the Voting Certificate(s) to the Fiscal Agent who issued the same and the notification by the Fiscal Agent to the relevant Clearing System of such surrender or the compliance in such other manner with the rules of the relevant Clearing System; and
- (ii) in respect of Electronic Instruction Notices or Consent Instructions:
  - (a) the date on which the Exchange Offer and the Consent Solicitation are terminated by the Issuer (provided that such termination is more than 48 hours before the time set for the Meeting);
  - (b) the date on which the relevant Electronic Instruction Notice or Consent Instruction is validly revoked in accordance with the terms of this Memorandum; and

(c) the conclusion of the Meeting.

Those who are entitled to vote at the Meeting may appoint a representative subject to the applicable laws, by making such appointment in writing or through a document electronically signed pursuant to Legislative Decree no. 82 of 7 March 2005. To this end, the “form of proxy/sub-proxy” may be used which is available in the section of the Issuer’s website (<https://www.gruppoigd.it/>) reserved to this Meeting and shall be delivered together with a valid Voting Certificate to such representative. The form appointing the representative must be sent to the Issuer (i) by fax to the number +39 051509127, no later than the second trading day prior to the date of the Meeting (ii) notified until the beginning of the Meeting to the Issuer electronically by email to [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). The representative may deliver or send to IGD, instead of the original, a copy of the appointment, also in electronic format, certifying under his or her responsibility the conformity of the appointment to the original and the identity of the person appointing them or, in case of sub-proxy, filing a copy of the declaration with which the representative certifies the conformity of the copy of the appointment to the original and the identity of the person appointing them.

In addition to notification of the proxy/sub-proxy to the Issuer by fax or email according to the means set out above, and without prejudice to the possibility of delivering or transmitting a copy of the delegation/sub-delegation in any manner set out under the preceding paragraph, the original copy of the delegation/sub-delegation may be delivered or transmitted by mail to the Issuer at its address in Bologna (BO), Via Trattati Comunitari Europei 1957-2007, no. 13.

A Voting Certificate, an Electronic Instruction Notice or a Consent Instruction shall be valid until the end of the Meeting.

Existing Noteholders wishing to amend or revoke their votes given by way of Consent Instructions may do so in accordance with the manners and terms in the “*Transfer and Revocation*” section.

Existing Noteholders may contact the Tender, Exchange, Information and Tabulation Agent by e-mail or at its telephone number provided on the last page of this Notice if they require assistance or information in connection with the procedures for submitting Consent Instructions or requesting Voting Certificates.

Only Direct Participants may submit an Electronic Instruction Notice or a Consent Instruction. If you are not a Direct Participant, you must arrange for the Direct Participant through which you hold the relevant Existing Notes to submit an Electronic Instruction Notice or a Consent Instruction on your behalf to the Tender, Exchange, Information and Tabulation Agent through the relevant Clearing System.

Existing Noteholders whose Existing Notes are held in the name of a broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee should contact such entity sufficiently in advance of the Expiration Time (*i.e.* at 5.00 p.m. on 10 November 2023) if they wish to vote and procure that the Existing Notes are blocked in accordance with the standard procedures of the relevant Clearing System and the deadlines imposed by such Clearing System.

**Securityholders are advised to check with any broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee through which they hold Existing Notes whether such broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee would require receiving any notice or instructions prior to the deadlines set out in the section "*Indicative Timetable*" of the Memorandum.**

All questions as to the form of documents and validity, eligibility (including time of receipt) and acceptance of Consent Instructions will be determined by the Issuer in its sole discretion, and such determination will be final and binding. The Issuer reserves the absolute right to reject any or all Electronic Instruction Notices or Consent Instructions which it determines are not in proper form or which may be unlawful, including, without limitation, if it is determined that a Securityholder's participation in the Consent Solicitation would not be permitted under the laws or regulations of its jurisdiction of residence or domicile. Any defect, irregularity or delay must be cured within such time as the Issuer determines, unless waived by it.

Electronic Instruction Notices or Consent Instructions in the Consent Solicitation will be deemed not to have been made until such defects, irregularities or delays have been cured or waived. None of the Issuer the Sole Dealer Manager or the Tender, Exchange, Information and Tabulation Agent or any other person shall be under any duty to give notice to Securityholders of any defects, irregularities or delays in any Electronic Instruction Notices or Consent Instructions, nor shall any of them incur any liability for failure to give such notice.

## **TRANSFER AND REVOCATION**

The receipt of a Consent Instruction, Electronic Instruction Notice or of a request for a Voting Certificate (as the case may be) by the relevant Clearing System will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of the Existing Notes in the relevant Clearing System so that no transfer may be effected in relation to such Existing Notes from the date on which the Consent Instruction or Electronic Instruction Notice is submitted or the Voting Certificate is requested (as the case may be) until the earlier of (i) the conclusion of the Meeting; and (ii) (A) in respect of Voting Certificates, the surrender to the

Fiscal Agent of such Voting Certificate(s); or (B) in respect of Consent Instructions or Electronic Instruction Notices, notice of revocation of such Consent Instruction(s) or Electronic Instruction Notice (s) is given to the Tender, Exchange, Information and Tabulation Agent before the Revocation Deadline. Existing Noteholders must take the appropriate steps through the relevant Clearing System so that no transfers or other action may be effected in relation to such blocked Existing Notes at any time after the date of submission of such Consent Instruction, Electronic Instruction Notice or request of the Voting Certificate (as the case may be), in accordance with the requirements of the relevant Clearing System and the deadlines required by such Clearing System. By blocking such Existing Notes in the relevant Clearing System, each Securityholder will be deemed to consent to have the relevant Clearing System provide details concerning such Securityholder's identity to the Tender, Exchange, Information and Tabulation Agent, the Issuer, the Sole Dealer Manager and the Fiscal Agent. A Voting Certificate, an Electronic Instruction Notice and a Consent Instruction cannot be outstanding simultaneously in respect of the same Existing Note. Consent Instruction and Electronic Instruction Notices submitted in the Consent Solicitation by a Securityholder, including any relevant Direct Participant acting on behalf of the beneficial owner of the Existing Notes, may only be revoked by that Securityholder, or by the relevant Direct Participant on behalf of the beneficial owner of the Existing Notes, by submitting valid revocation instructions to the Tender, Exchange, Information and Tabulation Agent through the relevant Clearing System. To be valid, such revocation instruction must specify the Existing Notes to which the original Consent Instruction or Electronic Instruction Notice related, the Existing Notes account in which such Existing Notes are credited and any other information required by the Tender, Exchange, Information and Tabulation Agent. Any such revocation instruction will only be valid if received by the Tender, Exchange, Information and Tabulation Agent through the relevant Clearing System by the Revocation Deadline.

### **INFORMATION ON THE SHARE CAPITAL AND THE EXISTING NOTES**

As of the date of this notice, the share capital of the Issuer is equal to Euro 650,000,000.00 and is divided into no. 110,341,903 ordinary shares without nominal value.

The total amount outstanding of the Existing Notes as of the date of this notice is 400,000,000.

### **QUORUM**

The quorum required for the Meeting to be validly held is one or more persons present holding Existing Notes or Voting Certificates or being proxies and holding or representing in the aggregate at least one fifth of the nominal amount of the Existing Notes then outstanding.

Without prejudice to the above, the majority required to pass the Extraordinary Resolution shall



be the higher of votes cast (i) by one or more persons holding Existing Notes in definitive form or Voting Certificates or being proxies and holding or representing in the aggregate not less than one-half of the nominal amount of the Existing Notes for the time being outstanding, and (ii) by one or more persons holding the relevant Existing Notes in definitive form or Voting Certificate or being proxies and holding or representing not less than two thirds of the Existing Notes represented at the Meeting.

**If approved, the Extraordinary Resolution will be binding on all Securityholders, regardless of whether or not they participated in the Meeting and whether they voted or not, and whether they voted for or against it.**

### **VOTING RESULTS**

The outcome of the Meeting's votes will be communicated to the Securityholders and the Fiscal Agent pursuant to the current regulations.

### **PUBLICATION OF THE NOTICE**

This notice is being published on the website of the Dublin Stock Exchange (<https://www.euronext.com/en/markets/dublin>), the Issuer's website (<https://www.gruppoigd.it/> – section "*Investor Relations*") as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by Teleborsa S.r.l. and will also be distributed to the Securityholders through Euroclear and Clearstream.

\* \* \*

On behalf of the Board of Directors  
The Chairman of the Board of Directors  
Rossella Saoncella

Bologna, 5 October 2023

**THE ISSUER**

**Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A.**

Via Trattati Comunitari Europei 1957-2007 n. 13  
40127 Bologna  
Italy

*Requests for information in relation to the procedures for exchange or purchase the Existing Notes in the Exchange Offer, in the Tender Offer and the submission of Electronic Instruction Notices should be directed to:*

**THE TENDER, EXCHANGE, INFORMATION AND TABULATION AGENT**

**KROLL ISSUER SERVICES LIMITED**

The Shard  
32 London Bridge Street  
London SE1 9SG  
United Kingdom

Tel: +44 20 7704 0880  
Attention: Owen Morris / Alessandro Zorza  
Email: [igd@is.kroll.com](mailto:igd@is.kroll.com)  
Offer Website: <https://deals.is.kroll.com/igd>

*Requests for information in relation to the Exchange Offer, the Tender Offer and the Consent Solicitation should be directed to Sole Dealer Manager:*

*Sole Dealer Manager*

**J.P. MORGAN SE**

Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany

Attention: Liability Management  
Email: [liability\\_management\\_EMEA@jpmorgan.com](mailto:liability_management_EMEA@jpmorgan.com)  
Tel: +44 20 7134 2468

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