

Corporate Governance

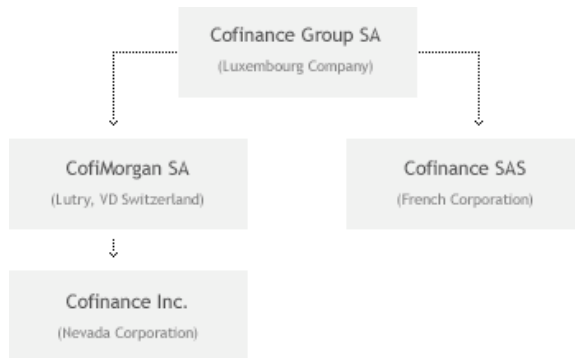
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Legal Structure

Cofinance Group SA, a Luxembourg company, is the parent of two main legal entities: Cofinance SAS, a French corporation, and CofiMorgan SA, a Switzerland corporation.

Cofinance SAS, formed in 1935, is a real estate operator primarily investing in commercial real estate in France.

CofiMorgan SA, is a real estate investment corporation that owns 100% of Cofinance Inc., a United States corporation formed in Nevada in 1983. Cofinance Inc. is a real estate operator investing in commercial real estate in the United States.



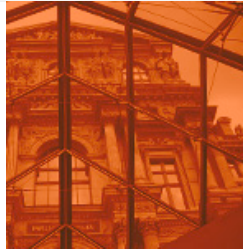
Management Structure

Cofinance has a three-tier committee structure consisting of the Management Committee, Investment Committee and the Strategic Committee.

[The Management Committee](#) is responsible for the day-to-day management of the business and execution of its long-term strategy. [The Investment Committee](#) is responsible for review and approval of all major investments (acquisitions) and capital decisions (financings and dispositions). [The Strategic Committee](#) is responsible for monitoring the long-term strategy, controlling management performance and advising the Management Committee. The Strategic Committee is made up of members of the Management Committee and outside directors.

Committee Members

| Management | Investment | Strategic |
|----------------------------------|----------------------------------|----------------------------------|
| Jean Claude Pick | Jean Claude Pick | Jean Claude Pick |



Management Committee
Investment Committee
Strategic Committee



| | | |
|----------------------|----------------------|----------------------|
| James J. Maurer | James J. Maurer | James J. Maurer |
| Serge M. Khavessian | Serge M. Khavessian | Serge M. Khavessian |
| Jean Michel Pelouard | Jean Michel Pelouard | Jean Michel Pelouard |
| | Jean -Paul Noury | Jean -Paul Noury |
| | | Vincent Gleyze |
| | | Serge Krancenblum |
| | | John Mills |
| | | Olivier Pick |
| | | Jean Claude Schreder |

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