

CORESTATE CAPITAL HOLDING S.A.

4, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg

Registered with the Luxembourg Trade and Companies Register under registration number B 199780

Luxembourg, 5 May 2020

CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

The management board (the **Management Board**) of Corestate Capital Holding S.A. (the **Company**) hereby convenes all shareholders to the annual general meeting of the shareholders of the Company (the **Meeting**), which shall be held on 5 June 2020 at 10:00 a.m. CEST with the agenda set out below.

Important information:

In light of the exceptional circumstances surrounding the COVID-19 situation and in application of article 1 (1) of the Grand Ducal Regulation of 20 March 2020 introducing certain measures in relation with the holding of meetings in companies and other legal entities (the **Emergency Regulation**) and notwithstanding any contrary provisions in the articles of association of the Company (the **Articles**), the Company will not hold a physical meeting. Shareholders may exercise their rights at the Meeting exclusively by appointing a special proxyholder (please refer to item V (Participation)).

I. Agenda

- 01 PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2019, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2019, THE AUDITOR REPORT RELATING TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2019 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2019

The supervisory board of the Company (the **Supervisory Board**) has not made any comments to the stand-alone annual accounts, the consolidated financial statements for the financial year 2019 as drawn up by the Management Board (the **Financial Statements**), nor to the report prepared by the management board (the **Management Report**) and the report of the independent auditor relating to the Financial Statements (the **Auditor Report**).

The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements in accordance with article 461-7 of the Luxembourg act on commercial companies dated 10 August 1915, as amended (the **Companies Act**).

- 02 ACKNOWLEDGEMENT OF THE PROFIT OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2019 AND ALLOCATION TO THE LEGAL RESERVE

The Management Board proposes that the Meeting acknowledges that the Company made a profit with respect to the financial year 2019 in an aggregate amount of EUR 80,646,721.13 (the **Profit**).

The Management Board proposes that the Meeting resolves to not proceed with any dividend distribution and to carry forward the Profit to the next financial year.

- 03 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2019
The Management Board and the Supervisory Board propose to the Meeting to grant discharge (*quitus*) to the members of the Management Board for the performance of their duties as members of the Management Board for, and in connection with, the financial year 2019.
- 04 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2019
The Management Board and the Supervisory Board further propose to the Meeting to grant discharge (*quitus*) to the members of the Supervisory Board for the performance of their duties as members of the Supervisory Board for, and in connection with, the financial year 2019.
- 05 APPOINTMENT OF NEW MEMBERS OF THE SUPERVISORY BOARD
Following the expiration of the mandates of Mr Micha Blattmann, Mr Urs Felder and Mr Ulrich Plett as well as the resignation of Mr Jonathan Matthew Lurie as members of the Supervisory Board, all with effect after the holding of the Meeting, the Management Board and the Supervisory Board propose to the Meeting to appoint the following persons as new members of the Supervisory Board with effect as of the closing of the Meeting:
- Dr. Georg Allendorf, residing in Alzeyer Strasse 160c, 67592 Flörsheim-Dalsheim, Germany, for a term of office ending after the annual general meeting of the Company which will be held in 2023;
 - Dr. Gabriele Apfelbacher, residing in Romanstraße 71, 80639 Munich, Germany, for a term of office ending after the annual general meeting of the Company which will be held in 2023;
 - Timothy Blackwell, residing in Böndlerstrasse 61, 8802 Kilchberg/Zurich, Switzerland, for a term of office ending after the annual general meeting of the Company which will be held in 2023;
 - Marc Driessen, residing in Geibelstraße 46b, 2203 Hamburg, Germany, for a term of office ending after the annual general meeting of the Company which will be held in 2023; and
 - Olaf Klinger, residing in Goseberg 30, 37603 Holzminden, Germany, for a term of office ending after the annual general meeting of the Company which will be held in 2023.

The Board further proposes that the Meeting recommends that Dr. Georg Allendorf shall be designated by the Supervisory Board as chairman.

Further information about the proposed candidates is available on the homepage at www.corestate-capital.com under "shareholders" and "Annual General Meeting" and will be available for inspection during the Meeting. Curricula vitae for the proposed candidates, providing information about their relevant knowledge, skills and experience, together with a list of relevant activities besides the Supervisory Board position forming the subject of these elections, are also available on the homepage at www.corestate-capital.com under "shareholders" and "Annual General Meeting".

- 06 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2020
The Management Board and the Supervisory Board propose to the Meeting to appoint Ernst & Young SA, 35E Avenue John F. Kennedy, 1855 Luxembourg, represented by partner Pavel Nesvedov, as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2020, and to grant power and authority to the Management Board and the Supervisory Board to enter into the relevant agreement (in accordance with market standards) with Ernst & Young SA.

07 **ADVISORY NON-BINDING VOTE ON THE NEW REMUNERATION POLICY**

The Management Board proposes to the Meeting to approve on a non-binding basis the new remuneration policy in accordance with the requirements of Directive EU 2017/828 of 17 May 2017, as implemented under Luxembourg law by the law of 1st August 2019.

II. Quorum and majority requirements

There is no quorum of presence requirement for the Meeting. All agenda items are adopted by a simple majority of the voting rights duly expressed.

III. Total amount of shares

On the date of the convening of the Meeting, the Company's subscribed share capital equals EUR 1,610,973.50, represented by 21,479,643 shares without nominal value, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 21,479,643.

IV. Available information and documentation

The following information is available on the Company's website under www.corestate-capital.com in the segment "shareholders" > "Annual General Meeting" and at the Company's registered office in Luxembourg, as of the day of the publication of this convening notice:

- (i) full text of any document to be made available by the Company at the Meeting, including draft resolutions in relation to above agenda points to be adopted at the Meeting and related documents (i.e. *inter alia* the Financial Statements, the Management Report, the Supervisory Board report, the Auditor Report and the remuneration policy);
- (ii) this convening notice;
- (iii) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (iv) the Special Proxy Form as further mentioned below; and
- (v) the Record Date Attestation form as further mentioned below.

V. Participation

On or before the Record Date (as defined below), each shareholder shall indicate to the Company his/her/its intention to participate at the Meeting.

The participation at the Meeting and the exercise of voting rights attached to the shares held by a shareholder is determined in relation to the number of shares held by each shareholder at 11:59 p.m. (CEST) on the 14th day prior to the Meeting (22 May 2020) (the **Record Date**). Shareholders must produce an attestation from their depository bank stating the number of shares held by the shareholder on the Record Date in order to be permitted to exercise their rights at the Meeting (the **Record Date Attestation**).

In accordance with the article 1 (1) of the Emergency Regulation, the Company will not hold a physical meeting. Shareholders may exercise their rights at the Meeting exclusively by appointing in writing Mr Andreas Wahl-Ulm as special proxyholder based on a duly completed, dated and signed special proxy form (the **Special Proxy Form**).

In order for votes pursuant to a Special Proxy Form to be considered, the Company must be provided with a Record Date Attestation relating to the relevant shareholder.

The Record Date Attestation and the Special Proxy Form must be received by the Company (by e-mail or fax) on 30 May 2020 at 11:59 p.m. (CEST) at the latest, followed in each case by the originals by regular mail to the following address:

Corestate Capital Holding S.A.
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
fax: +49 (0)89 210 27-289
agm@linkmarketservices.de

Exercise of voting rights of shares in connection with Special Proxy Forms received after such date will not be possible.

Special Proxy Forms, Record Date Attestations and information on how to attend the Meeting by way of conference call are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "shareholders" > "Annual General Meeting".

VI. Ability to ask questions before the Meeting

In accordance with the Emergency Regulation, no physical Meeting will be organised and any shareholder questions must thus be addressed in advance of the Meeting.

Shareholders' questions in relation with the agenda must be sent (by fax, post or e-mail) to the contact information mentioned under item V. (Participation) above and received by the Company on 30 May 2020 at 11:59 p.m. (CEST) at the latest. A Record Date Attestation must be attached to such questions to allow the Company to proceed with a satisfactory identification of the relevant shareholder.

The answers to these questions will be provided during a conference call to be held on the date of the Meeting. The precise time and joining instructions for such conference call will be made available to registered shareholders prior to the Meeting. Please note that shareholders can dial into such conference call, but will only be able to hear and will not be allowed to speak.

VII. Additional important information for shareholders

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (respectively the special proxyholder duly appointed by them). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the Meeting.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the Meeting or table draft resolutions for items included or to be included on the agenda of the Meeting by sending such requests (by fax, post or e-mail) at the latest

on 14 May 2020 at 11:59 p.m. (CEST) to the contact information mentioned under item V. (Participation) above.

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address or a postal address to which the Company may correspond and confirm receipt of the request.

If you have questions regarding the Meeting feel free to call our Meeting-hotline +49/89/21027-222 or send us an e-mail at agm@linkmarketservices.de (hotline available from 9 a.m. to 5 p.m. CEST except holidays in Luxembourg or Germany).

VIII. Data Protection Notice

Since the European Data Protection Act came into effect, data protection laws and regulations apply throughout Europe from 25 May 2018 onwards.

The protection of your data and the legally compliant processing of your data have a high priority for us. In our data protection notice for shareholders, we have summarized all information regarding the processing of personal data of our shareholders in a clear and structured way.

The data protection notice for shareholders can be retrieved and is available for viewing and downloading on the Company's website under www.corestate-capital.com in the segment "shareholders" > "Annual General Meeting".

The direct link is: <https://corestate-capital.com/wp-content/uploads/2019/05/data-protection.pdf>

Luxembourg, 5 May 2020

Corestate Capital Holding S.A., *Société Anonyme*
The Management Board