

CORESTATE CAPITAL HOLDING S.A.

4, rue Jean Monnet, 2180 Luxembourg, Luxembourg

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

Luxembourg, April 2017

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 28 April 2017
at 10:00 a.m. CEST
at 35D, Avenue John F. Kennedy, 1855 Luxembourg, Luxembourg
(access to underground parking via Rue Nicolaus Copernicus. Please note that major construction works are currently taking place on Avenue John F. Kennedy)

in accordance with articles 9 and 10.1 of the articles of association of the Company (the **Articles**).

I. Quorum

The amendment of the Articles proposed under item 12 of the below agenda being an extraordinary matter, article 10.2 of the Articles requires a quorum of presence or representation of at least one half of the share capital of the Company at the Meeting. In the event that this quorum is not met, agenda items regarding an amendment of the Articles will be dropped.

II. Notification regarding formal requirements of the convening notice

Given that the shares of the Company are currently traded on a non-regulated market, it shall be noted that article 10.3 of the Articles is not applicable to the present convening notice.

III. Agenda

- 01 WELCOME, DETERMINATION OF THE DUE CONSTITUTION OF THE MEETING BY THE CHAIRMAN OF THE SUPERVISORY BOARD
- 02 ELECTION OF THE CHAIRMAN OF THE MEETING BY THE SHAREHOLDERS
It is proposed to elect Micha Blattmann, chairman of the supervisory board of the Company (the **Supervisory Board**), as chairman of the present Meeting.
- 03 DESIGNATION OF THE SECRETARY OF THE MEETING BY THE CHAIRMAN
- 04 ELECTION OF THE SCRUTINEER OF THE MEETING BY THE SHAREHOLDERS

- 05 PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2016, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2016 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2016
- The Supervisory Board has not made any comments to the stand-alone annual accounts or the consolidated financial statements for the financial year 2016 as drawn up by the Management Board (the **Financial Statements**).
- The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements and the report of the independent auditor relating thereto in accordance with article 74 of the Luxembourg law on commercial companies dated 10 August 1915, as amended.
- 06 UTILISATION OF PROFITS
- The Management Board and the Supervisory Board propose to the Meeting to carry forward the profit of the financial year 2016 in an aggregate amount of EUR 13,890,184.89 to the next financial year.
- 07 DISTRIBUTION OUT OF THE CAPITAL RESERVES
- The Management Board and the Supervisory Board propose to the Meeting to approve a distribution out of the existing capital reserves of the Company in an aggregate amount of EUR 13,606,999 (corresponding to EUR 1 per issued share of the Company) to the shareholders.
- 08 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2016
- 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 2016.
- 09 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2016
- The Management Board and the Supervisory Board 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 2016.
- 10 EXTENSION OF THE MANDATES OF THE CURRENT MEMBERS OF THE SUPERVISORY BOARD
- The Management Board and the Supervisory Board further propose to the Meeting to extend the mandates of the current members of the Supervisory Board until the annual general meeting of the Company held in 2020.
- 11 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2017
- The Supervisory Board proposes to the Meeting to appoint Ernst & Young SA as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2017, 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.

12 AUTHORISATION OF A NEW AUTHORISED CAPITAL OF THE COMPANY AND SUBSEQUENT AMENDMENT OF THE ARTICLES

Presentation of the report of the Management Board authorising a limitation of the preemptive rights of the shareholders of the Company (the **Board Report**) in accordance with article 32-3(5) of the law dated 10 August 1915 on commercial companies (as amended), and authorising of a new authorised capital in an amount of EUR 2,000,000 (represented by a maximum of 26,666,666 shares without nominal value in the Company) for a duration of 5 years following the date of the present Meeting, and subsequent amendment of article 5.5 of the Articles.

Each shareholder may request to receive a copy of the Board Report from the Company during the convening period.

If approved, the amendment of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

IV. Total amount of shares

On the date of the convening of the Meeting, the Company has issued 13,606,999 shares. In order to meet the quorum set out under item 1, 6,803,500 shares of the Company must be present or represented at the Meeting. Each share entitles its holder to one vote.

V. Attendance

The participation at the Meeting and the exercise of voting rights to the shares held by a shareholder is determined in relation to the number of shares held by each shareholder at 00:00 a.m. (CEST) on the 14th day prior to the Meeting (14 April 2017) (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 participate at the Meeting.

Attestation forms are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "Investor Relations" > "Dates & Events" > "Annual General Meeting". If you have questions regarding the AGM feel free to call our AGM-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. except holidays in Luxemburg or Germany).

VI. Representation

Shareholders may appoint a proxy holder in writing, who does not need to be a shareholder of the Company, to attend the Meeting on their behalf. Copies of the written proxy forms sent by fax or e-mail will be accepted as proof of such proxy at the Meeting. In order for the proxy form to take effect, the Company must be provided with an attestation by the depository bank relating to the shareholder and proving his status as shareholder at the beginning of the annual general meeting of the Company at the latest.

Proxy forms are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "Investor Relations" > "Dates & Events" > "Annual General Meeting". If you have questions regarding the AGM feel free to call our AGM-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. except holidays in Luxemburg or Germany).

VII. Vote by correspondence

Shareholders may also vote by correspondence by way of the form available on the website of Corestate Capital Holding S.A. (see below). Please note that such form must be fully completed, signed and sent back to the Company in **two originals**. Voting forms which do not specify how a vote shall be counted or if the vote is retained, are void (*nu*). Copies of the voting forms sent by Fax or E-mail will be accepted as proof of such voting forms at the Meeting. Voting forms must in any event include an attestation from the depository bank stating the number of shares held by the shareholder on the Record Date (see V. Attendance) as attachment. In order to be considered, voting forms must have been received by the Company at least 72 hours prior to the Meeting (25 April 2017, 10:00 a.m. CEST), in accordance with article 10.7 of the Articles.

Voting forms are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "Investor Relations" > "Dates & Events" > "Annual General Meeting". If you have questions regarding the AGM feel free to call our AGM-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. except holidays in Luxemburg or Germany).

VIII. Language

Please note that the Meeting will be held in German language.

Please take note of the schedules to this convening notice.

Luxemburg, April 2017

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

Corestate Capital Holdings S.A.

Société anonyme

Registered office: 4, rue Jean Monnet, 2180 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 199780
(the **Company**)

**REPORT OF THE MANGEMENT BOARD OF THE COMPANY TO THE ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS OF THE COMPANY
TO BE HELD ON 28 APRIL 2017**

Dear Shareholders,

In accordance with article 32-3(5) of the Luxembourg law on commercial companies dated 10 August 1915 as amended (the **Law**), the management board of the Company (the **Board**) submits for your review this report on the proposal to be made at the annual general meeting of the shareholders of the Company to be held on 28 April 2017 (the **Meeting**) regarding the set-up of a new authorised share capital of the Company in an amount of EUR 2,000,000, represented by 26,666,666 shares without a nominal value, and the authorisation to be granted to the Board to cancel or limit the pre-emptive rights of the shareholders set out in the Law in connection with such authorised capital (the **Authorisation**).

1. PURPOSE OF THE AUTHORISATION

The purpose of the Authorisation is to allow the Board to create a larger equity base of the Company by way of issuance of rights, options, convertible instruments or by way of direct share issues (whether on a regulated or unregulated market), i.e. by share offerings, whether or not made to the existing shareholders of the Company.

The Authorisation could in particular, without limitation, be used in order to:

- engage in restructuring programmes, public offerings, acquisition (private or public) or merger transactions, or, generally, additional equity financing programmes;
- increase the share capital by incorporation of reserves or issuance premium; or
- remunerate shareholders by way of a distribution in kind.

The Board shall further be allowed to rely on the Authorisation to implement an employee stock option plan and/or the remuneration of senior management.

All these cases referred to above might call for immediate and flexible action, in order to react quickly and efficiently to fluctuations in the market and to the particular needs of the Company under certain internal or external circumstances. As such, it is necessary to create an accelerated procedure as opposed to the requirement to convene a general shareholders' meeting.

2. AUTHORISATION TO CANCEL OR RESTRICT THE SHAREHOLDERS' PRE-EMPTIVE RIGHTS

As regards the authorisation to cancel or restrict the shareholders' pre-emptive rights, the Board deems such authorisation to be indispensable to achieve the goals as described above.

3. ISSUE PRICE

The issue price of the new shares to be issued under the Authorisation will in each case correspond at least to the accounting par value of the existing shares (at the time of the respective issuance of any such new shares or at the time of the grant of options or issue of other securities or instruments convertible into shares, as the case may be).

The Board may decide, at its discretion but always subject to the corporate interest of the Company, to issue new shares under the Authorisation at a price which is higher than the accounting par value of the existing shares (at the time of the respective issuance of any such new shares).

March 2017

The Board

